

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

PUBLIC EMPLOYEES' RETIREMENT
ASSOCIATION OF COLORADO, TENNESSEE
CONSOLIDATED RETIREMENT SYSTEM,
SJUNDE AP-FONDEN, FJÄRDE AP-FONDEN,
and PENSIONS KASSERNE
ADMINISTRATION A/S, Individually and On
Behalf of All Others Similarly Situated,

Plaintiffs,

v.

CITIGROUP INC., CHARLES O. PRINCE,
SALLIE L. KRAWCHECK, GARY L.
CRITTENDEN, TODD S. THOMSON, ROBERT
DRUSKIN, THOMAS G. MAHERAS, MICHAEL
STUART KLEIN, DAVID C. BUSHNELL, JOHN
C. GERSPACH, STEPHEN R. VOLK, GEORGE
DAVID and KPMG LLP,

Defendants.

TILLIE SALTZMAN, Individually and On Behalf
of All Others Similarly Situated,

Plaintiff,

vs.

CITIGROUP INC., CHARLES O. PRINCE,
ROBERT E. RUBIN, STEPHEN R. VOLK,
SALLIE L. KRAWCHECK, GARY L.
CRITTENDEN and ROBERT DRUSKIN,

Defendants.

LENNARD HAMMERSCHLAG, Individually, and
On Behalf of All Others Similarly Situated,

Plaintiff

v.

CITIGROUP INC., CHARLES PRINCE, SALLIE
KRAWCHECK, and GARY CRITTENDEN,

Defendants.

No.

Electronically Filed

No. 1:07-cv-9901(SHS)

ECF CASE

Electronically Filed

No. 1:07-cv-10258(SHS)

ECF CASE

DECLARATION OF ANDREW J. ENTWISTLE

I, the undersigned, Andrew J. Entwistle, do hereby declare under the penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct:

1. I am an attorney licensed to practice law in the United States Supreme Court and the State and Federal courts serving the States of Colorado, Illinois, New Jersey, New York, and Texas, and the District of Columbia. I am the managing partner of the law firm of Entwistle & Cappucci LLP (“Entwistle & Cappucci”), counsel for the Public Employees’ Retirement Association of Colorado (“Colorado PERA”), Tennessee Consolidated Retirement System (“TCRS”), Sjunde AP-Fonden (“AP7”), Fjärde AP-Fonden (“AP4”), and Pensionskassernes Administration A/S (“PKA”) (collectively, the “Global Pension Funds”). Entwistle & Cappucci’s principal office is located at 280 Park Avenue, 26th Floor, New York, New York 10017.

2. I submit this Declaration in support of The Global Pension Funds’ Motion for Consolidation, Appointment as Lead Plaintiffs, and Approval of Co-Lead Counsel.

3. Attached hereto as Exhibit A is a true and correct copy of the Certification of Gregory W. Smith, General Counsel, on behalf of Colorado PERA.

4. Attached hereto as Exhibit B is a true and correct copy of the Certification of Eddie W. Hennessee, Assistant Treasurer for Investments and Benefits on behalf of TCRS.

5. Attached hereto as Exhibit C is a true and correct copy of the Certification of Peter Norman, Executive Director, on behalf of AP7.

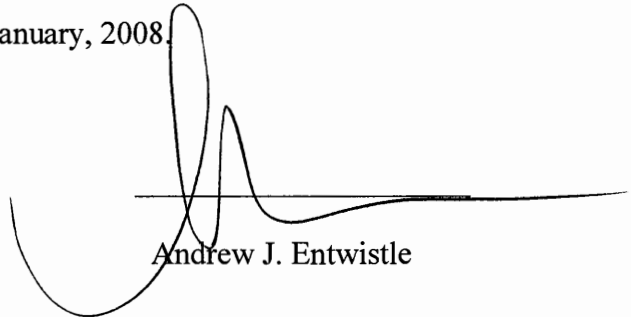
6. Attached hereto as Exhibit D is a true and correct copy of the Certification of Mats Anderson, Chief Executive Officer and Agneta Wilhelmson Karemar, Administrative Director, on behalf of AP4.

7. Attached hereto as Exhibit E is a true and correct copy of the Certification of Peter Damgaard Jensen, Chief Executive Officer and Michael Nellemann Pedersen, Director, on behalf of PKA.

8. Attached hereto as Exhibit F is a true and correct copy of the Firm Resume of Entwistle & Cappucci LLP.

9. Attached hereto as Exhibit G is a true and correct copy of the Firm Resume of Schiffrin Barroway Topaz & Kessler, LLP.

EXECUTED on the 7th day of January, 2008.



Andrew J. Entwistle

CERTIFICATION OF GREGORY W. SMITH

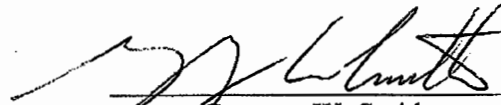
I, Gregory W. Smith, General Counsel of the Public Employees' Retirement Association of Colorado ("COPERA"), hereby declare that:

1. I am authorized to make this certification on behalf of COPERA.
2. I have reviewed the complaints filed in this action alleging violations of the securities laws and affirm that COPERA is willing to serve as a lead plaintiff in this case and all other related cases that may be consolidated with it.
3. COPERA did not purchase the securities that are the subject of this action at the direction of the plaintiff's counsel or in order to participate in any private action arising under the federal securities laws.
4. COPERA is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial if necessary. COPERA fully understands the duties and responsibilities of the Lead Plaintiff under the Private Securities Litigation Reform Act of 1995, specifically concerning its selection and retention of counsel and overseeing and directing the prosecution of the action on behalf of the class.
5. COPERA's transactions in Citigroup, Inc. common stock during the proposed class period are set forth in Schedule A hereto.
6. COPERA has sought to serve as a representative party on behalf of a class in the following action brought under the federal securities laws and filed during the 3-year period preceding the date on which this certification is signed:

Karialla v. Amgen, Inc. et. al., No. 2:07-cv-02536-PSG-PLA (C.D. Cal.).
7. COPERA will not accept any payment for serving as a representative party on behalf of a class beyond its pro-rata share of any recovery, except as ordered or approved by the

court, including any award to a representative plaintiff of reasonable costs and expenses directly related to the representation of the class.

8. I declare under penalty of perjury that the foregoing is true and correct, executed on this 25th day of December 2007.


Gregory W. Smith

SCHEDULE A

<u>TRADE DATE</u>	<u>TRANSACTION TYPE</u>	<u>QUANTITY (UNITS)</u>	<u>TRANS PRICE</u>
01/13/04	Buy	61,100	\$49.718
02/19/04	Buy	3,400	\$49.860
04/05/04	Buy	26,700	\$51.881
06/02/04	Buy	200	\$46.910
07/02/04	Buy	1,200	\$45.770
08/02/04	Buy	200	\$43.800
08/16/04	Buy	11,700	\$44.840
10/01/04	Buy	900	\$44.670
11/01/04	Buy	200	\$44.550
12/01/04	Buy	800	\$45.660
12/09/04	Buy	45,200	\$45.987
12/28/04	Buy	20,500	\$48.548
12/28/04	Buy	40,000	\$48.642
02/01/05	Buy	1,200	\$49.336
03/01/05	Buy	500	\$48.140
03/02/05	Buy	28,900	\$48.185
04/05/05	Buy	6,800	\$44.735
04/07/05	Buy	25,800	\$45.760
04/08/05	Buy	41,100	\$45.780
04/11/05	Buy	42,500	\$45.674
05/05/05	Buy	78,000	\$46.796
05/05/05	Buy	73,700	\$47.135
05/23/05	Buy	56,900	\$47.829
05/24/05	Buy	58,400	\$47.620
08/01/05	Buy	300	\$43.725
08/29/05	Buy	20,600	\$43.220
08/31/05	Buy	9,000	\$43.499
08/31/05	Buy	2,200	\$43.510
10/03/05	Buy	2,500	\$45.535
12/02/05	Buy	800	\$48.820
02/01/06	Buy	2,100	\$46.419
04/06/06	Buy	5,100	\$48.130
04/27/06	Buy	2,100	\$47.780
05/23/06	Buy	30,000	\$49.130
05/23/06	Buy	30,000	\$49.092
05/24/06	Buy	80,000	\$48.803
08/14/06	Buy	3,500	\$47.540
08/14/06	Buy	3,500	\$47.844
09/07/06	Buy	6,500	\$48.640
12/05/06	Buy	4,300	\$50.403
03/05/07	Buy	23,000	\$50.021
03/06/07	Buy	5,900	\$49.944
03/09/07	Buy	4,000	\$50.135
03/12/07	Buy	6,000	\$50.270
04/19/07	Buy	16,500	\$53.230
04/19/07	Buy	26,500	\$53.484
06/06/07	Buy	5,100	\$53.610
08/17/07	Buy	10,000	\$49.526
08/20/07	Buy	10,000	\$49.044
10/09/07	Buy	100,650	\$47.896
11/07/07	Buy	40,100	\$34.724

SCHEDULE A

<u>TRADE DATE</u>	<u>TRANSACTION TYPE</u>	<u>QUANTITY (UNITS)</u>	<u>TRANS PRICE</u>
02/02/04	Sell	25,700	\$49.681
02/06/04	Sell	5,400	\$49.005
02/06/04	Sell	6,800	\$49.045
02/06/04	Sell	12,100	\$49.081
02/06/04	Sell	100	\$49.068
02/09/04	Sell	800	\$49.258
02/10/04	Sell	65,000	\$48.984
02/20/04	Sell	12,500	\$48.987
02/23/04	Sell	200	\$49.088
02/24/04	Sell	300	\$49.488
02/25/04	Sell	4,900	\$49.591
03/01/04	Sell	1,000	\$50.448
03/02/04	Sell	11,900	\$49.850
03/30/04	Sell	62,500	\$51.704
03/30/04	Sell	110,600	\$51.668
04/02/04	Sell	23,500	\$51.787
04/06/04	Sell	187,500	\$52.013
04/07/04	Sell	7,400	\$51.746
04/13/04	Sell	11,800	\$51.241
04/26/04	Sell	12,200	\$48.979
04/28/04	Sell	6,800	\$48.505
05/03/04	Sell	11,600	\$48.464
05/05/04	Sell	2,600	\$48.488
05/13/04	Sell	600	\$46.119
05/27/04	Sell	50,000	\$46.757
06/14/04	Sell	43,032	\$46.727
06/22/04	Sell	12,200	\$47.080
08/24/04	Sell	5,000	\$45.969
09/01/04	Sell	400	\$46.539
09/27/04	Sell	12,700	\$43.613
10/06/04	Sell	6,500	\$44.594
11/17/04	Sell	12,900	\$46.239
11/17/04	Sell	12,900	\$46.298
11/29/04	Sell	13,300	\$44.974
12/14/04	Sell	100,000	\$46.788
12/14/04	Sell	100,000	\$46.840
12/14/04	Sell	100,000	\$46.905
01/03/05	Sell	1,100	\$48.749
02/01/05	Sell	12,100	\$49.289
02/16/05	Sell	24,600	\$49.117
02/17/05	Sell	13,000	\$49.025
02/18/05	Sell	12,300	\$48.473
02/24/05	Sell	12,200	\$48.258
02/25/05	Sell	12,300	\$48.153
02/25/05	Sell	11,100	\$48.103
03/03/05	Sell	13,000	\$48.260
04/04/05	Sell	15,000	\$44.015
04/21/05	Sell	12,200	\$46.073
04/21/05	Sell	12,200	\$46.005
04/21/05	Sell	24,400	\$45.929
04/22/05	Sell	12,400	\$46.466

SCHEDULE A

<u>TRADE DATE</u>	<u>TRANSACTION TYPE</u>	<u>QUANTITY (UNITS)</u>	<u>TRANS PRICE</u>
04/22/05	Sell	13,200	\$46.283
05/03/05	Sell	600	\$46.658
05/26/05	Sell	12,900	\$47.336
05/26/05	Sell	13,400	\$47.373
06/08/05	Sell	1,000	\$47.868
06/09/05	Sell	12,900	\$47.638
06/10/05	Sell	4,800	\$47.736
06/28/05	Sell	13,200	\$47.017
06/30/05	Sell	13,300	\$46.268
06/30/05	Sell	13,300	\$46.548
07/05/05	Sell	2,600	\$46.398
07/06/05	Sell	13,000	\$46.608
07/07/05	Sell	13,500	\$46.114
07/07/05	Sell	13,500	\$45.901
07/11/05	Sell	35,500	\$46.205
07/14/05	Sell	24,200	\$46.371
09/01/05	Sell	600	\$43.718
10/14/05	Sell	22,500	\$44.648
10/20/05	Sell	52,500	\$44.768
11/01/05	Sell	1,100	\$45.498
01/03/06	Sell	15,000	\$48.215
01/03/06	Sell	6,900	\$48.195
03/01/06	Sell	2,300	\$46.357
04/03/06	Sell	6,000	\$47.379
06/01/06	Sell	1,300	\$49.488
06/27/06	Sell	50,781	\$47.966
06/27/06	Sell	76,171	\$48.073
06/27/06	Sell	54,408	\$48.117
06/27/06	Sell	45,340	\$48.431
02/26/07	Sell	1,400	\$53.915
11/08/07	Sell	16,400	\$32.139

CERTIFICATION OF Eddie W. Hennessee

I, Eddie W. Hennessee, Assistant Treasurer for Investments and Benefits, of the Tennessee Consolidated Retirement System ("TCRS"), hereby declare that:

1. I am authorized to make a certification on behalf of TCRS.
2. I have reviewed the complaints filed in this action alleging violations of the securities laws and TCRS is willing to serve as a lead plaintiff in this case and all other related cases that may be consolidated with it. I have also reviewed the Motion for Consolidation, Appointment as Lead Plaintiff, and Approval of Lead Counsel filed herewith.
3. TCRS did not purchase the securities that are the subject of this action at the direction of the plaintiff's counsel or in order to participate in any private action arising under the federal securities laws.
4. TCRS is willing to serve as a representative party on behalf of a class, including providing testimony at deposition and trial if necessary. TCRS fully understands the duties and responsibilities of the Lead Plaintiff under the Private Securities Litigation Reform Act of 1995, specifically concerning its selection and retention of counsel and overseeing and directing the prosecution of the action on behalf of the class.
5. TCRS' transactions in Citigroup, Inc. common stock during the proposed class period are set forth in Schedule A hereto.
6. TCRS has not served or sought to serve as a class representative in any action brought under the federal securities laws filed during the 3-year period preceding the date on which this certification is signed.
7. TCRS will not accept any payment for serving as a representative party on behalf of a class beyond its pro-rata share of any recovery, except as ordered or approved by the court,

including any reward to a representative plaintiff of reasonable costs and expense directly related to the representation of the class.

8. I declare under penalty of perjury that the foregoing is true and correct, executed on this day 4th day of January 2008.


Eddie W. Hennessee

SCHEDULE A

<u>TRADE DATE</u>	<u>TRANSACTION TYPE</u>	<u>QUANTITY (UNITS)</u>	<u>TRANS PRICE</u>
2/27/2004	Buy	150,000	\$50.061
2/27/2004	Buy	150,000	\$50.127
4/1/2004	Buy	50,000	\$52.311
5/3/2004	Buy	23,000	\$48.598
5/4/2004	Buy	150,000	\$48.942
8/9/2004	Buy	23,000	\$43.515
11/5/2004	Buy	115,000	\$46.398
11/8/2004	Buy	32,000	\$46.249
12/17/2004	Buy	150,000	\$46.744
2/17/2005	Buy	50,000	\$49.015
3/30/2005	Buy	80,000	\$44.670
4/19/2005	Buy	70,000	\$46.691
7/20/2005	Buy	150,000	\$44.314
9/21/2005	Buy	5,000	\$45.140
11/9/2005	Buy	5,000	\$46.893
11/10/2005	Buy	5,000	\$47.675
11/16/2005	Buy	10,000	\$47.872
11/17/2005	Buy	5,000	\$47.625
11/28/2005	Buy	5,000	\$49.469
12/12/2005	Buy	95,000	\$48.720
12/21/2005	Buy	60,000	\$49.486
2/1/2006	Buy	150,000	\$46.531
2/13/2006	Buy	75,000	\$45.720
3/6/2006	Buy	162,000	\$45.971
5/8/2006	Buy	10,000	\$50.395
5/8/2006	Buy	29,000	\$50.200
5/23/2006	Buy	150,000	\$49.100
9/26/2006	Buy	41,300	\$50.084
10/23/2006	Buy	20,000	\$50.127
10/24/2006	Buy	40,000	\$50.460
10/26/2006	Buy	10,000	\$50.960
11/13/2006	Buy	10,000	\$50.649
11/14/2006	Buy	20,000	\$50.835
11/21/2006	Buy	10,000	\$50.801
11/27/2006	Buy	411,000	\$49.834
11/28/2006	Buy	36,900	\$49.678
12/11/2006	Buy	10,000	\$52.511
1/23/2007	Buy	10,000	\$54.693
2/20/2007	Buy	140,000	\$54.355
4/16/2007	Buy	10,000	\$52.843
4/17/2007	Buy	5,000	\$52.584
5/21/2007	Buy	10,000	\$55.021
5/24/2007	Buy	10,000	\$55.378
8/8/2007	Buy	6,300	\$49.651
8/20/2007	Buy	26,000	\$48.307
10/25/2007	Buy	20,000	\$40.822
10/29/2007	Buy	71,000	\$42.834
10/29/2007	Buy	40,000	\$42.662
11/2/2007	Buy	100,000	\$38.506
11/6/2007	Buy	50,000	\$35.311
11/7/2007	Buy	50,000	\$34.858

SCHEDULE A

<u>TRADE DATE</u>	<u>TRANSACTION TYPE</u>	<u>QUANTITY (UNITS)</u>	<u>TRANS PRICE</u>
11/9/2007	Buy	10,000	\$32.204
11/9/2007	Buy	10,000	\$33.998
11/14/2007	Buy	5,000	\$36.959
1/12/2004	Sell	300,000	\$49.580
2/20/2004	Sell	60,000	\$48.663
3/1/2004	Sell	71,000	\$50.398
5/12/2004	Sell	60,000	\$45.435
5/18/2004	Sell	30,000	\$45.072
7/20/2004	Sell	15,000	\$43.887
8/18/2004	Sell	260,998	\$45.463
9/8/2004	Sell	450,000	\$46.903
9/17/2004	Sell	20,000	\$46.819
10/5/2004	Sell	15,000	\$44.624
2/14/2005	Sell	226,000	\$49.213
3/22/2005	Sell	10,000	\$45.878
5/2/2005	Sell	89,000	\$46.486
7/18/2005	Sell	50,000	\$45.304
7/19/2005	Sell	10,000	\$44.598
7/22/2005	Sell	10,000	\$44.168
7/28/2005	Sell	10,000	\$44.078
9/2/2005	Sell	300,000	\$43.922
1/5/2006	Sell	10,000	\$48.561
1/30/2006	Sell	5,000	\$46.691
2/9/2006	Sell	5,000	\$45.665
6/12/2006	Sell	105,006	\$49.323
6/23/2006	Sell	200,000	\$47.731
6/26/2006	Sell	100,000	\$47.673
6/28/2006	Sell	100,000	\$47.656
7/21/2006	Sell	40,000	\$47.002
8/7/2006	Sell	41,000	\$48.293
9/26/2006	Sell	60,000	\$49.887
11/6/2006	Sell	77,000	\$50.039
2/9/2007	Sell	50,000	\$54.112
2/28/2007	Sell	25,000	\$50.369
3/20/2007	Sell	36,000	\$50.493
3/29/2007	Sell	58,000	\$51.420
4/10/2007	Sell	2,700	\$52.202
5/31/2007	Sell	260,000	\$54.570
7/9/2007	Sell	40,000	\$51.512
8/15/2007	Sell	20,000	\$45.557
9/25/2007	Sell	30,000	\$46.222
10/1/2007	Sell	10,000	\$46.148
11/14/2007	Sell	90,000	\$36.528

**CERTIFICATION OF PETER NORMAN IN SUPPORT OF THE SJUNDE AP-FONDEN
MOTION FOR CONSOLIDATION, FOR ITS APPOINTMENT AS LEAD PLAINTIFF,
AND FOR THE APPROVAL OF ITS SELECTION OF COUNSEL**

Sjunde AP-Fonden ("AP7" or "Plaintiff"), declares, as to the claims asserted under the federal securities laws, that:

1. AP7 did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.
2. AP7 is willing to serve as a representative party on behalf of the class, including providing testimony at deposition and trial, if necessary.
3. Attached in Schedule A are AP7's transactions in Citigroup, Inc. (NYSE: C) securities during the Class Period.
4. AP7 has full power and authority to bring suit to recover for its investment losses.
5. AP7 has fully reviewed the facts and allegations of the complaints filed in this action and have authorized the filing of the motion for appointment as lead plaintiff on its behalf in this action.
6. I, Peter Norman, , Executive Director of AP7 am authorized to make legal decisions on behalf of AP7.
7. AP7 intends to actively monitor and vigorously pursue this action for the benefit of the class, and has retained the law firm of Schiffrin Barroway Topaz & Kessler, LLP, which has extensive experience in securities litigation and in the representation of institutional investors, to represent AP7 in this action.

8. AP7 will endeavor to provide fair and adequate representation and work directly with the efforts of Class counsel to ensure that the largest recovery for the Class consistent with good faith and meritorious judgment is obtained.

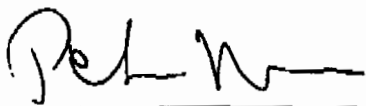
9. AP7 has, within the three year period preceding the date hereof, sought to serve as a representative party in a federal securities class action against UnitedHealth Group and Dell, Inc.

10. AP7 will not accept any payment for serving as a representative party on behalf of the class beyond Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses directly relating to the representation of the class as ordered or approved by the Court.

We declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 11 day of December, 2007.

Sjunde AP-Fonden

By: 
Peter Norman
Executive Director

SCHEDULE A

Date	Purchase or Sale	Type of Securities	Number of Securities	Price of Securities
1/26/2004	Purchase	Com Stk	188,500	50.924
1/10/2005	Purchase	Com Stk	199,705	48.3294
1/31/2005	Purchase	Com Stk	42,300	49.0479
3/8/2005	Purchase	Com Stk	16,300	48.4697
10/6/2005	Purchase	Com Stk	3,100	45.4191
1/9/2006	Purchase	Com Stk	129,600	48.39
1/31/2006	Purchase	Com Stk	12,600	46.5781
12/12/2006	Purchase	Com Stk	62,217	52.2419
2/26/2007	Purchase	Com Stk	13,000	52.68
4/10/2007	Purchase	Com Stk	5,000	52.4
6/13/2007	Purchase	Com Stk	5,300	53.6745
10/17/2007	Purchase	Com Stk	4,700	47.9
3/19/2004	Sale	Com Stk	2,300	50.3465
6/18/2004	Sale	Com Stk	200	47.51
11/30/2004	Sale	Com Stk	65,800	44.7526
12/17/2004	Sale	Com Stk	27,765	46.6235
6/27/2005	Sale	Com Stk	8,500	46.7708
7/22/2005	Sale	Com Stk	6,000	44.42
7/29/2005	Sale	Com Stk	4,900	43.5025
8/4/2005	Sale	Com Stk	12,400	43.9203
10/26/2005	Sale	Com Stk	4,900	45.6519
11/25/2005	Sale	Com Stk	27,400	49.5202
3/7/2006	Sale	Com Stk	54,300	46.1264
3/22/2006	Sale	Com Stk	18,900	47.67
5/15/2007	Sale	Com Stk	131,900	52.7902
8/20/2007	Sale	Com Stk	12,800	48.3906

**CERTIFICATION OF MATS ANDERSSON AND AGNETA WILHELMSON
KÄREMAR IN SUPPORT OF FJÄRDE AP-FONDEN'S MOTION FOR
CONSOLIDATION, FOR ITS APPOINTMENT AS LEAD PLAINTIFF, AND FOR THE
APPROVAL OF ITS SELECTION OF COUNSEL**

Fjärde AP-Fonden ("AP4" or "Plaintiff"), declares, as to the claims asserted under the federal securities laws, that:

1. AP4 did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.
2. AP4 is willing to serve as a representative party on behalf of the class, including providing testimony at deposition and trial, if necessary.
3. Attached in Schedule A are AP4's transactions in Citigroup, Inc. (NYSE: C) securities during the Class Period.
4. AP4 has full power and authority to bring suit to recover for its investment losses.
5. AP4 has fully reviewed the facts and allegations of the complaints filed in this action and have authorized the filing of the motion for appointment as lead plaintiff on its behalf in this action.
6. We, Mats Andersson and Agneta Wilhelmson Käremar, Chief Executive Officer and Administrative Director respectively, of AP4 are authorized to make legal decisions on behalf of AP4.
7. AP4 intends to actively monitor and vigorously pursue this action for the benefit of the class, and has retained the law firm of Schiffrin Barroway Topaz & Kessler, LLP, which has extensive experience in securities litigation and in the representation of institutional investors, to represent AP4 in this action.

A handwritten signature in dark ink, consisting of a stylized 'A' followed by a series of loops and a final downward stroke.

8. AP4 will endeavor to provide fair and adequate representation and work directly with the efforts of Class counsel to ensure that the largest recovery for the Class consistent with good faith and meritorious judgment is obtained.

9. AP4 has, within the three year period preceding the date hereof, sought to serve as a representative party in a federal securities class action against Pfizer, Inc.

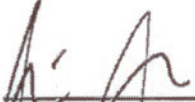
10. AP4 will not accept any payment for serving as a representative party on behalf of the class beyond Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses directly relating to the representation of the class as ordered or approved by the Court.

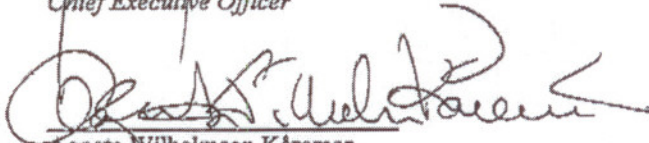
We declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 20th day of December, 2007.

Fjärde AP-Fonden

By:


Mats Andersson
Chief Executive Officer


Agneta Wilhelmson Kåremar
Administrative Director

SCHEDULE A

Date	Purchase or Sale	Type of Securities	Number of Securities	Price of Securities
11/9/2004	Purchase	Com Stk	14,400	46.4000
11/18/2004	Purchase	Com Stk	12,500	46.2000
11/19/2004	Purchase	Com Stk	14,700	45.7500
11/29/2004	Purchase	Com Stk	14,600	45.2100
10/5/2005	Purchase	Com Stk	108,000	45.4800
12/14/2005	Purchase	Com Stk	754,900	49.6400
5/8/2006	Purchase	Com Stk	200,000	50.3900
5/16/2006	Purchase	Com Stk	83,000	49.4200
7/25/2006	Purchase	Com Stk	345,000	47.7000
7/26/2006	Purchase	Com Stk	375,000	47.3500
7/31/2006	Purchase	Com Stk	200,000	48.4000
8/1/2006	Purchase	Com Stk	155,000	48.3100
8/3/2006	Purchase	Com Stk	113,000	48.3900
8/14/2006	Purchase	Com Stk	47,000	48.0200
11/24/2006	Purchase	Com Stk	98,000	50.5600
5/8/2007	Purchase	Com Stk	68,200	53.7900
5/16/2007	Purchase	Com Stk	89,200	54.5200
5/24/2007	Purchase	Com Stk	80,000	55.2400
8/6/2007	Purchase	Com Stk	65,000	45.6300
10/23/2007	Purchase	Com Stk	180,000	42.6400
11/13/2007	Purchase	Com Stk	95,000	35.3367
1/15/2004	Sale	Com Stk	110,300	49.4900
1/27/2004	Sale	Com Stk	13,300	50.4300
2/20/2004	Sale	Com Stk	84,600	48.8800
2/23/2004	Sale	Com Stk	42,000	49.2100
3/25/2004	Sale	Com Stk	26,900	50.0900
4/5/2004	Sale	Com Stk	20,700	51.9500
4/23/2004	Sale	Com Stk	26,200	49.1400
5/4/2004	Sale	Com Stk	926,100	48.8400
5/5/2004	Sale	Com Stk	148,400	48.6300
5/10/2004	Sale	Com Stk	104,700	45.2000
7/8/2004	Sale	Com Stk	14,800	45.4500
8/24/2004	Sale	Com Stk	5,800	45.9900
9/23/2004	Sale	Com Stk	18,300	44.1100
1/20/2005	Sale	Com Stk	45,000	47.8300
12/9/2005	Sale	Com Stk	50,200	48.8400
6/21/2006	Sale	Com Stk	29,000	48.4800

10/11/2006	Sale	Com Stk	213,000	50.3000
10/26/2006	Sale	Com Stk	54,000	50.7700
12/12/2006	Sale	Com Stk	252,000	52.0400
12/19/2006	Sale	Com Stk	53,900	54.9100
12/19/2006	Sale	Com Stk	78,100	54.9100
12/28/2006	Sale	Com Stk	155,000	55.8800
12/29/2006	Sale	Com Stk	157,000	55.8200
5/24/2007	Sale	Com Stk	80,000	55.2900
5/25/2007	Sale	Com Stk	160,000	54.7900

CERTIFICATION OF PETER DAMGAARD JENSEN AND MICHAEL NELLEMAN PEDERSEN IN SUPPORT OF THE PENSIONS KASERNES ADMINISTRATION A/S MOTION FOR CONSOLIDATION, FOR ITS APPOINTMENT AS LEAD PLAINTIFF, AND FOR THE APPROVAL OF ITS SELECTION OF COUNSEL

Pensionskassernes Administration A/S ("PKA" or "Plaintiff") as Manager and Administrator for (i.) The Office Staff Pension Fund (Pensionskassen for Kontorpersonale); (ii.) The Medical Laboratory Technologists' Pension Fund (Pensionskassen for Bioanalytikere); (iii.) The Danish Diet and Nutrition Officers' Pension Fund (Pensionskassen for Kost- og Ernæringsfaglige); (iv.) The Medical Secretaries' Pension Fund (Pensionskassen for Lægeseekretærer); (v.) The State Registered Nurses' Pension Fund (Pensionskassen for Sygeplejersker); (vi.) The Social Workers' and Social Pedagogues' Pension Fund (Pensionskassen for Socialrådgivere og Socialpædagoger); (vii.) The Occupational Therapists' and Physiotherapists' Pension Fund (Pensionskassen for Ergoterapeuter og Fysioterapeuter); and, (viii.) The Midwives' Pension Fund (Pensionskassen for Jordemødre), declares, as to the claims asserted under the federal securities laws, that:

1. PKA did not purchase the security that is the subject of this action at the direction of Plaintiff's counsel or in order to participate in any private action.
2. PKA is willing to serve as a representative party on behalf of the class, including providing testimony at deposition and trial, if necessary.
3. Attached in Schedule "A" are the PKA's transactions in Citigroup, Inc. (NYSE: C) securities during the Class Period.
4. PKA has full power and authority to bring suit to recover for investment losses on behalf of itself and the pension funds it manages and administers.

5. PKA has fully reviewed the facts and allegations of the complaints filed in this action and have authorized the filing of the motion for appointment as lead plaintiff on its behalf in this action.

6. We, Peter Damgaard Jensen and Michael Nellemann Pedersen, Chief Executive Officer and Director at PKA respectively, are authorized to make legal decisions on behalf of PKA.

7. PKA intends to actively monitor and vigorously pursue this action for the benefit of the class, and has retained the law firm of Schiffrin Barroway Topaz & Kessler, LLP, which has extensive experience in securities litigation and in the representation of institutional investors, to represent PKA in this action.

8. PKA will endeavor to provide fair and adequate representation and work directly with the efforts of Class counsel to ensure that the largest recovery for the Class consistent with good faith and meritorious judgment is obtained.

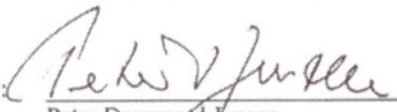
9. PKA has, within the three year period preceding the date hereof, sought to serve as lead plaintiff in federal securities class actions against UnitedHealth Group and Dell, Inc.

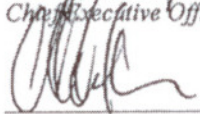
10. PKA will not accept any payment for serving as a representative party on behalf of the class beyond Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses directly relating to the representation of the class as ordered or approved by the Court.

We declare under penalty of perjury under the laws of the United States of America that
the foregoing is true and correct.

Executed this 7th day of January, 2008.

Pensionskassernes Administration A/S

By: 
Peter Damgaard Jensen
Chief Executive Officer

By: 
Michael Nellemann Pedersen
Director

SCHEDULE A

Date	Purchase or Sale	Type of Securities	Number of Securities	Price of Securities
1/22/2004	Purchase	Com Stk	2,000	50.6981
3/11/2004	Purchase	Com Stk	23,300	49.2500
5/21/2004	Purchase	Com Stk	11,300	45.6200
6/8/2004	Purchase	Com Stk	6,300	47.4300
6/24/2004	Purchase	Com Stk	600	47.4400
7/6/2004	Purchase	Com Stk	1,000	45.2900
8/2/2004	Purchase	Com Stk	1,000	43.8800
8/10/2004	Purchase	Com Stk	2,400	43.9223
9/7/2004	Purchase	Com Stk	37,000	47.1999
9/17/2004	Purchase	Com Stk	3,500	46.9312
10/12/2004	Purchase	Com Stk	2,400	44.7727
11/12/2004	Purchase	Com Stk	15,800	46.3282
11/12/2004	Purchase	Com Stk	26,086	47.0700
11/24/2004	Purchase	Com Stk	49,000	45.5200
12/17/2004	Purchase	Com Stk	49,480	46.6165
12/21/2004	Purchase	Com Stk	988	46.8500
1/18/2005	Purchase	Com Stk	1,116	47.4000
2/7/2005	Purchase	Com Stk	4,156	49.7283
3/1/2005	Purchase	Com Stk	16,400	47.8800
3/28/2005	Purchase	Com Stk	25,300	45.0900
3/29/2005	Purchase	Com Stk	4,234	44.7391
3/30/2005	Purchase	Com Stk	6,800	44.6574
4/8/2005	Purchase	Com Stk	2,700	45.4300
5/2/2005	Purchase	Com Stk	10,100	46.5300
6/29/2005	Purchase	Com Stk	6,400	46.8616
6/30/2005	Purchase	Com Stk	14,000	46.2276
7/20/2005	Purchase	Com Stk	1,800	44.3800
9/27/2005	Purchase	Com Stk	30,500	45.0900
9/30/2005	Purchase	Com Stk	15,200	45.6640
12/1/2005	Purchase	Com Stk	13,300	48.8497
2/2/2006	Purchase	Com Stk	700	45.2600
2/21/2006	Purchase	Com Stk	5,700	46.1160
4/20/2006	Purchase	Com Stk	2,800	48.4056
5/1/2006	Purchase	Com Stk	17,700	49.4600
7/12/2006	Purchase	Com Stk	900	49.5848
7/31/2006	Purchase	Com Stk	30,100	48.3100
10/26/2006	Purchase	Com Stk	8,500	50.8277
12/14/2006	Purchase	Com Stk	4,000	52.7923

1/22/2007	Purchase	Com Stk	2,696	55.4700
1/22/2007	Purchase	Com Stk	60,874	55.0194
2/21/2007	Purchase	Com Stk	5,270	53.8240
3/2/2007	Purchase	Com Stk	5,600	49.9825
3/22/2007	Purchase	Com Stk	400	52.0150
4/10/2007	Purchase	Com Stk	3,300	52.0323
4/18/2007	Purchase	Com Stk	1,300	52.9900
4/18/2007	Purchase	Com Stk	71,900	52.9900
5/10/2007	Purchase	Com Stk	1,300	53.4800
6/27/2007	Purchase	Com Stk	37,700	51.6900
6/29/2007	Purchase	Com Stk	6,900	51.2900
7/25/2007	Purchase	Com Stk	6,400	49.7073
7/30/2007	Purchase	Com Stk	19,300	47.2418
8/2/2007	Purchase	Com Stk	17,900	46.7719
8/14/2007	Purchase	Com Stk	37,200	45.8691
9/11/2007	Purchase	Com Stk	4,400	45.9668
9/24/2007	Purchase	Com Stk	13,800	46.8514
10/26/2007	Purchase	Com Stk	39,900	42.0396
11/5/2007	Purchase	Com Stk	42,000	35.9907
11/7/2007	Purchase	Com Stk	133,000	33.4100
2/4/2004	Sale	Com Stk	5,300	48.7481
2/26/2004	Sale	Com Stk	11,000	49.9686
5/14/2004	Sale	Com Stk	15,100	45.6883
6/4/2004	Sale	Com Stk	6,700	46.6962
6/4/2004	Sale	Com Stk	200	46.8834
10/13/2004	Sale	Com Stk	51,333	44.4466
10/13/2004	Sale	Com Stk	1,900	44.1100
10/13/2004	Sale	Com Stk	800	44.1100
1/12/2005	Sale	Com Stk	35,100	47.9800
1/26/2005	Sale	Com Stk	11,000	48.2600
11/14/2005	Sale	Com Stk	2,500	48.0684
3/22/2006	Sale	Com Stk	2,400	47.5245
3/31/2006	Sale	Com Stk	8,100	47.2346
4/7/2006	Sale	Com Stk	2,200	48.1600
6/6/2006	Sale	Com Stk	1,800	49.4003
1/25/2007	Sale	Com Stk	13,400	54.3500
5/23/2007	Sale	Com Stk	7,900	55.2646
6/20/2007	Sale	Com Stk	13,100	54.3900
6/20/2007	Sale	Com Stk	3,900	53.9490
6/20/2007	Sale	Com Stk	16,700	54.3900
6/20/2007	Sale	Com Stk	5,100	53.9143

8/20/2007	Sale	Com Stk	4,000	48.2724
8/31/2007	Sale	Com Stk	19,500	46.8052
9/20/2007	Sale	Com Stk	700	47.3900
10/17/2007	Sale	Com Stk	108,700	44.3934
10/17/2007	Sale	Com Stk	15,600	44.3934

ENTWISTLE & CAPPUCCI LLP
FIRM RESUME

Entwistle & Cappucci at a Glance

Entwistle & Cappucci LLP is dedicated to providing the most complete and effective legal representation without limitation. The Firm employs the best-credentialed, seasoned members of the bar in selected areas of expertise through offices located in Armonk, NY; Austin, TX; Chicago, IL; Florham Park, NJ; New York, NY; Tallahassee, FL; and, Washington, D.C. Taking advantage of a sophisticated network of proprietary information, the Firm is committed to using technology in innovative ways that serve our clients' needs with speed and efficiency. We have attained an AV-rating from Martindale-Hubbell and are listed in the Bar Register of Preeminent Lawyers and The Definitive Guide to the Most Distinguished Law Firms in America.

We invite you to learn more about us by visiting our website, www.entwistle-law.com, or by contacting our founding partners, Andrew J. Entwistle, aentwistle@entwistle-law.com, or Vincent R. Cappucci, vcappucci@entwistle-law.com, who would be happy to answer any questions or direct you to other appropriate attorneys within the Firm.

Thank you for your interest in Entwistle & Cappucci LLP.

Practice Groups

Entwistle & Cappucci's tradition of creativity and success in serving its clients around the world traces its history to firms established more than 30 years ago. Today, we extend our commitment to meet changing client needs by combining this tradition with the most advanced computer and communications technology.

We define ourselves and our practice by the strength of our relationships. At the heart of these relationships is our understanding of the needs and goals of our clients. An experienced team of lawyers brings depth, expertise and common sense to the search for practical solutions to business and legal problems. Every person working in our firm is dedicated to developing long-lasting relationships, rich with the goals we help our clients achieve.

In the following pages, we provide summaries of our approach to the law in the principal areas of our practice:

- Complex Business and Commercial Litigation;
 - Securities Litigation and Corporate Governance;
 - Business Transactions;
 - Employment and Labor;
 - Executive Compensation;
 - Government Affairs and Administrative Law;
 - Insurance and Reinsurance;
 - Intellectual Property and Cyberlaw;
 - Trust and Estate Litigation, Planning and Administration;
 - Alternate Dispute Resolution; and,
 - Workouts, Reorganizations and Bankruptcy Litigation.
-

Complex Business and Commercial Litigation

Our litigators represent institutional, corporate, governmental and individual clients in many industries, including both domestic and foreign interests. The Firm has an active trial practice involving cases in federal and state courts and administrative and regulatory bodies throughout the country. We also provide counseling and guidance in connection with planning and structuring operations and transactions to minimize litigation risks.

The Firm litigates matters in almost all fields of commercial law, including: corporate finance; traditional banking, merchant banking and investment banking; workouts and reorganization-related matters; general commercial and contract litigation; antitrust; employment and labor; insurance and reinsurance; the defense of directors and officers; the defense of lawyers and accountants in professional malpractice claims; products liability; admiralty; oil, coal, gas and energy-related matters; environmental matters; benefits and Employment Retirement Income Security Act (“ERISA”) litigation; federal and state tax disputes; and intellectual property, anti-competition and cyberlaw disputes. The Firm also prosecutes traditional price-fixing and restraint of trade antitrust cases, utilizing both class action litigation methods and individual representation in federal and state courts.

We recognize that litigation is the most costly form of dispute resolution available to clients. As a result, our lawyers always counsel on alternative dispute resolution options based upon the assumption that only an informed client is in a position to make a sound business judgment regarding whether to litigate. Regardless of the course chosen, we pursue an aggressive strategy designed to maximize results and minimize costs.

Securities Litigation and Corporate Governance

Entwistle & Cappucci LLP has one of the nation's leading securities litigation practices. We have a highly experienced team of litigators who specialize in all aspects of securities related matters for public pension funds and other institutional investors, including the prosecution and defense of private, class and derivative actions; actions alleging breach of fiduciary duty, corporate waste and appraisal proceedings; and actions challenging corporate transactions on fairness and other grounds -- all supported by corporate finance, bankruptcy, and insurance attorneys. This multi-disciplinary team approach gives us a unique perspective and the ability to creatively resolve disputes in the litigation, corporate workout and bankruptcy arenas.

In recent years, the Firm has significantly broadened its representation of public and private pension systems in securities and commercial litigation as those entities have become more selective in choosing counsel in this practice area. Our success is demonstrated not only by the roster of institutional clients who seek our advice, but also by the recoveries, totaling well over \$3 billion, which our Firm has secured for defrauded investors in recent years in a multitude of high profile securities class actions.

The Firm is equally well known as a "go to" Firm when institutional investors and financial institutions themselves become defendants in securities, antitrust or other complex business litigation or class actions.

Our work with public institutional investors and governmental entities, which includes working relationships with offices of attorneys general, governors and various state agencies across the country, grows out of our long standing representation of private institutional investors and various domestic and foreign insurance, reinsurance and banking institutions. The Firm aspires to build lasting relationships that are characterized by a detailed and responsive understanding of client goals and objectives. In addition to our securities litigation and related

practice areas, the Firm is also actively engaged in representing clients in other practice areas, including: corporate and antitrust litigation; corporate finance and transactions; bankruptcy and workouts; insurance and reinsurance; trusts and estates; intellectual property; and, employment law matters.

We also have years of experience advising public and private institutional clients on corporate governance matters, including board structure and composition; by-law and certificate of incorporation provisions; takeover devices; management remuneration; and accounting and reporting processes, relating to business enterprises in a multitude of industries in both foreign and, domestic financial markets. In this regard, we are highly skilled at litigating in all state and federal courts, governance and corporate transactional disputes, including: claims for corporate waste; breach of fiduciary duty; self-dealing; fairness; and improper business judgment. We are well-equipped to provide in-depth analyses of governance practices and are at the forefront of leading governance issues which best serve long-term investment objectives and principles. We also maintain relationships with domestic and international institutional investor associations, including the Council of Institutional Investors and the International Corporate Governance Network, and have been called on routinely to provide advice in connection with a wide range of shareholder issues. The Firm shares the view of our institutional clients that effective corporate governance and monitoring of business enterprises for transparency and accountability to shareholders and employees, serves the interests of all investors and preserves the integrity of our financial markets.

We also routinely interface with federal agencies, congressional and state representatives on legislative and regulatory initiatives covering governance-related issues. We have particular expertise in the requirements of the Sarbanes-Oxley Act of 2002 (as well as exchange listing

requirements) and have lectured and written on issues related to management certifications, fraud detention, internal audits and document destruction.

Our Firm provides its institutional clients with an advanced Monitoring and Reporting Program designed to furnish the most complete information available to evaluate whether: (i) to pursue securities class action litigation as a lead plaintiff or as a class member; (ii) to litigate claims on an independent basis; or (iii) not to pursue litigation. In general, our Monitoring and Reporting Program involves a regular review of our client's latest holdings in light of emerging market conditions and corporate developments to help identify matters where our clients may consider litigation. As part of our Monitoring and Reporting Program, the Firm performs a preliminary analysis that involves reviewing client losses as well as a detailed report on developing cases which includes: (i) a description of the factual and legal underpinnings of potential claims; (ii) strategies for resolution; (iii) an overview of the likelihood of recovering all or a portion of our client's losses; and (iv) the opportunities to advocate corporate governance changes. As part of our evaluation, we also advise our clients about insurance coverage and assets that may be available to satisfy any judgment or settlement; analyze the potential impact on additional investment portfolios to the extent they contain other or related securities in the subject company (for example, holdings of both common stock and corporate bonds); and related trading and investment issues impacted by litigating or otherwise actively pursuing a business resolution of claims in the situation presented.

Business Transactions

The Firm provides a broad range of legal services in the area of domestic and international business transactions where our attorneys are deeply committed to providing responsible, cost-effective and timely counseling to our clients. In addition to general corporate and commercial law, we have specialized expertise in:

- **Entity Formation:** an area in which we advise on the proper choice of entity and formation of corporations, limited liability companies and partnerships; negotiation and documentation of shareholder agreements, limited liability company agreements, partnership agreements and employee agreements, and initial funding of start-up enterprises and follow-on transactions;
- **Mergers and Acquisitions:** a historically active area of our transactional practice, we advise companies, boards of directors and shareholders/owners in mergers, acquisitions, dispositions and leveraged buy-outs;
- **Securities Issuance:** our experience includes accessing U. S. capital markets through public offerings and private placements;
- **Venture Capital:** our business-savvy attorneys understand the unique issues confronting entrepreneurs and capital providers and are regularly engaged by start-up companies, emerging growth companies and mature businesses in a wide variety of industries -- from conventional to technology-based industries -- where we represent clients that are either portfolio companies or capital providers that are engaged in equity, mezzanine and/or senior debt financings;
- **Exit Strategies:** we advise clients on the proper choice of an exit, including sales, public offerings, refinancings, recapitalizations, restructuring and spinning-off businesses;
- **Asset Protection Planning:** our attorneys advise on the transfer of an individual's assets to protect those assets from the claims of future creditors, and to minimize U.S. income, gift and estate taxation;
- **Commercial Law and Finance:** we negotiate and structure a wide variety of transactions including license, franchise and distributorship arrangements, asset-based loans and letters of credit on behalf of both lenders and borrowers; and,
- **Broker-Dealer Regulation:** we have expertise in the formation of licensed registered broker-dealers and in SEC, NYSE and NASD rules and compliance.

Employment and Labor

Our employment law attorneys represent individuals and businesses ranging from closely held companies to major corporations and financial institutions. While our lawyers have handled a variety of traditional labor issues, the focus in recent years has been more on employment matters.

Entwistle & Cappucci has represented individuals, professionals, manufacturing companies, service organizations, financial institutions, insurance brokerages, and major insurance and reinsurance companies across the country in a variety of employment related matters, including: discrimination, fraud, trade-secret, unfair competition and related matters in the state and federal courts, and administrative proceedings before federal agencies such as the Equal Employment Opportunity Commission (“EEOC”) and the Office of Federal Contract Compliance Program (“OFCCP”) as well as a variety of state agencies including New York’s Human Rights Division. We have also handled labor negotiations, NLRB proceedings and various related litigations involving benefits and ERISA.

The Firm has counseled clients on procedures to avoid employment discrimination and wrongful discharge claims; on conducting employment audits; and on drafting employment agreements, policies and handbooks. In addition, we conduct lectures and other in-house training on topical issues of concern, such as the avoidance of claims in response to new OFCCP and EEOC initiatives, the Americans with Disabilities Act, Equal Pay Act, and hostile work environment and other sexual harassment claims.

Executive Compensation

Our executive compensation practice includes all phases of negotiation and drafting for virtually every type of executive compensation transaction, both from the company’s and the executive’s point of view. While our executive clients have at times likened us to sports agents,

we prefer to think of ourselves as facilitators who assist them in closing an agreement in a manner that maximizes value.

We also advise directors and officers of major multi-national corporations, closely-held businesses, banks, financial institutions and start-up ventures on virtually every “boardroom” issue, including stock purchases, corporate takeovers, the purchase and sale of businesses, and other areas impacting upon their corporate responsibilities. While we strive to resolve all disputes in this area, the Firm will not hesitate to litigate matters in federal and state courts or before administrative agencies throughout the country, if necessary.

Government Affairs and Administrative Law

The Firm has a national lobbying and government affairs practice representing prominent multi-national corporations, national and state associations, and small and mid-sized businesses requiring expertise in the development, management and resolution of public policy issues before the governmental community.

Our lawyers draw on their own resources and upon a network of veteran intergovernmental affairs professionals from both sides of the aisle at both the state and national levels. In this way, we can work with our clients to assure the access to and level of advocacy before decision-makers most appropriate to their specific needs.

Our unique perspective combines legal and business analyses with the insights of various intergovernmental affairs professionals to establish highly effective public affairs strategies, including coalition building, message development, crisis management, legislative tracking, public disclosure reporting, advocacy before legislative committees and regulatory agencies, and overall issue advocacy.

As in all areas of our practice, our government relations work is focused on developing, implementing and completing a common-sense based strategy to ensure that goals are met.

Insurance and Reinsurance

We represent and advise primary insurers, excess insurers, reinsurers and insurance brokers, in capacities ranging from coverage issues and regulatory matters to the defense of insurers in almost all areas of law, including the litigation of intercompany disputes, insolvencies and rehabilitations. We litigate complex insurance coverage disputes including: fraud and arson; various issues arising under commercial general liability policies -- especially large multi-site environmental and toxic tort actions (waste sites; lead paint; chemical and radiation exposure; asbestos (PD and BI), and several HIV claims); the errors and omissions of insurance professionals, attorneys and accountants; directors' and officers' liability; advertising liability; employment; disputes arising under public official and law enforcement policies; and insurer, reinsurer and, fiduciary insolvencies. Our work in these areas includes the direct representation through trial of public officials in antitrust, zoning and discrimination cases; attorneys and accountants in securities fraud, RICO and other malpractice cases; directors and officers in securities fraud, RICO and related cases; and corporations in contract, antitrust, insolvency, employment, ERISA and, product liability suits.

Whether we are actively litigating disputes or advising on coverage, regulatory and related business matters, our lawyers work hard to anticipate both the direct business effect on the client's position in a specific matter and the effect upon the client's overall position in respect of a given line of business or the insurance industry as a whole. For example, we are often asked to comment on whether a beneficial position in an inter-company coverage or reinsurance dispute will compromise the position taken by the company in other matters. We also have conducted audits of claims files and conduct employment audits for insurance industry clients to determine the appropriateness of internal regulatory policies and procedures, including

compliance with state and federal employment laws. Additionally, we have directed various internal investigations for industry and non-industry clients.

The Firm also acts as counsel to the New York State Superintendent of Insurance. In that capacity, the Firm investigates and prosecutes actions including financial and business fraud, breach of fiduciary duties and other wrongdoing by insurers placed into rehabilitation liquidation, and institutes actions against third parties (including outside auditors) for acts in connection with public filings and other regulated matters.

Intellectual Property and Cyberlaw

The Firm has long counseled its clients with regard to their intellectual property rights, particularly the enforcement of those rights through litigation, arbitration or mediation. We have litigated patent, trademark and copyright cases ranging from basic trademark infringement matters to patent-antitrust cases for clients in a variety of industries.

In the last several years, this practice has grown and shifted to include representation in cyberlaw matters for computer, software, information and Internet companies. Online and Internet-related client companies including business-to-business (“B2B”) exchanges; B2B companies; B2C companies; content developers; distributors; backbone, infrastructure and telecom providers; and, software, platform and website developers. Recent transactions in this area have included everything from subscription agreements; venture capital and other financing arrangements, to content distribution; weblinking, EDI and website and software development agreements, to transactions involving corporate acquisitions, sales and mergers. We are also active in the area of unfair competition, confidentiality and issues surrounding the duty of loyalty of employees, officers and directors to the various entities with which they are affiliated. We are regularly called upon to represent corporations in drafting agreements to protect their rights regarding trade secrets, other confidential business information, software development and other

innovations including agreements limiting the future rights of employees to compete with the company post-termination.

Entwistle & Cappucci lawyers also litigate these matters when necessary to protect trade secrets and proprietary information, including source code, object code, and the documentation and design of various other technological innovations, in addition to the more traditional areas involving sales and marketing (including customer lists, pricing and the like in the sales and marketing area); scientific processes in the manufacturing, petrochemical and pharmaceutical industries; and protected information in the financial industry.

Trust and Estate Litigation, Planning and Administration

Our lawyers have been at the forefront of some of the most complex and prominent litigations involving estates and trusts in the country. We represent both fiduciaries and beneficiaries in defending and prosecuting all manner of will contests; proceedings to construe testamentary documents; allegations of mismanagement, self-interested dealing and related claims involving the valuation and management of estates, trusts and other arrangements involving fiduciaries; and, virtually all other types of contested matters involving estates and trusts. More recently, our lawyers were instrumental in recovering \$54 million dollars in a hotly contested estate litigation on behalf of a disenfranchised beneficiary.

Planning for the future transfer of wealth including planning for catastrophic illness continues to be an important personal service that we provide our clients. In this area our lawyers work closely with our corporate group to structure family and closely held businesses, assist with succession planning and structuring new ventures to minimize adverse estate tax consequences. Our corporate lawyers also work closely with our estate lawyers to structure transactions during trust and/or estate administration in a way that maximizes value and minimizes the tax impact on the beneficiaries.

Alternate Dispute Resolution

The Firm's lawyers are engaged in all aspects of alternative dispute resolution, including certified mediation in the federal court system. In addition, we have represented clients in various forms of alternative dispute resolution, including securities, insurance, employment and commercial arbitrations, summary jury trials, and mediations. We have found that alternative dispute resolution resolves many cases, particularly when all sides to the dispute agree that litigation is no longer an effective or efficient way of settling their dispute and when all sides are convinced they possess all of the relevant information. Whenever we are engaged in litigation or other kinds of disputes, we always consider whether alternative dispute resolution will provide a solution for the client.

Workouts, Reorganizations and Bankruptcy Litigation

Our litigators, corporate lawyers and bankruptcy counsel work in concert to creatively and efficiently structure corporate workouts and reorganizations both before and in bankruptcy; advise equity holder and creditor committees; handle bankruptcy-related litigation, including the prosecution of claims and litigation of adversary proceedings; and, acquisitions out of bankruptcies and in other distressed circumstances. Most recently, these representations have included the representation of public and private institutional investors and committees in major bankruptcies, including the Enron, Global Crossing, WorldCom and OMC bankruptcies.

* * *

Entwistle & Cappucci LLP -- a tradition of strength, creativity and client service -- without limits.

SELECTED ATTORNEY BIOGRAPHIES

Partners

Andrew J. Entwistle

Andrew J. Entwistle is a founding partner of Entwistle & Cappucci LLP. The son of a Scottish coal miner and an American schoolteacher, he received his undergraduate degree from the University of Notre Dame and his law degree from the University of Syracuse College of Law. Mr. Entwistle's practice principally involves the representation of public and private institutional investors in complex litigation and corporate finance and transactional matters.

Over the years, Mr. Entwistle has represented clients including Fortune 100 companies, public and private institutional investors, governmental and individual clients in a variety of corporate finance, and transactional matters and in complex business, securities, antitrust and bankruptcy litigation throughout the United States before federal and state courts, surrogate's and probate courts, grand juries, administrative and regulatory agencies and arbitration panels. For example, Mr. Entwistle's recent representation of the Colorado Public Employees Retirement Association in *In re Royal Ahold N.V. Securities and ERISA Litigation* led to a recovery of more than \$1.1 billion for his clients. Mr. Entwistle is also actively engaged in the defense of institutional investors and international businesses in complex securities, antitrust, bankruptcy and corporate finance related matters.

Appointed by Chief Judge Lifland of the United States Bankruptcy Court for the Southern District of New York to serve on the Court's Special Mediation Panel, Mr. Entwistle has actively litigated a number of complex bankruptcy matters including representing the Retired Employees Committee in the *OMC Bankruptcy*, equity holders in the *American Bank Note Bankruptcy* and the State of Florida in connection with the *Enron Bankruptcy*. Mr. Entwistle is also special litigation counsel for the Global Crossing Estate Representative in connection with the *Global Crossing Bankruptcy*.

Mr. Entwistle has been named to the Martindale-Hubbell Bar Register of Preeminent Lawyers, to the Order of International Fellowship, Who's Who In The World, Who's Who In America, Who's Who In The East, Who's Who In American Law, Who's Who In Practicing Attorneys, Who's Who In Emerging Leaders In America and Who's Who In Finance and Industry. The International Biographical Centre of Cambridge, England named Mr. Entwistle as its International Legal Professional of the Year for 2004 and inducted him into the Centre's International Order of Merit.

Mr. Entwistle serves as a member of the Board of Directors of Hannah & Friends. Mr. Entwistle was also named the 2003 Man of the Year by the Catholic Big Brothers for Boys and Girls after more than a decade of service on the Board of that organization which service included founding Sports Buddies, NY a partnership between the youth of New York City and athletes from the New York region's professional sports teams. Mr. Entwistle has received special commendations from the President of the United States, the Governors of the States of Georgia and Hawaii, and the New York State Assembly. He also serves as outside counsel to, and is now or has previously acted as a director on several corporate, advisory and charitable boards. Mr.

Entwistle is a member of the Board of Directors of the Giuliani Center for Urban Leadership. In addition to membership in the Federal Bar Council and various city, county, state and national bar associations, Mr. Entwistle is a member of the National Association of Public Pension Funds Attorneys and is an Educational Sustainer of the Council of Institutional Investors. Mr. Entwistle is also member of the board of directors of Hannah & Friends.

Mr. Entwistle also acts as Northeast Regional Editor for the Defense Research Institute publication *The Business Suit* (from 1998-present), is a member of various bar and business association committees (including speaking on Sarbanes-Oxley to the Federal Bar Council's 2003 Annual Bench and Bar Conference and co-chairing a New York State Bar Association Panel on Alternative Dispute Resolution for the Trial Practice Committee of the State Bar's Commercial and Federal Litigation Section), and he has lectured extensively and has been interviewed by print, radio and television journalists to provide commentary on a variety of general business law, litigation, securities antitrust, bankruptcy and trial issues. Mr. Entwistle was a member on the Federal Bar Council's 2005 Winter Bench & Bar Planning Committees, he spoke on both the Class Action Litigation and 2008 Cross Border Issues Panels at the Federal Bar Council's 2005 Conference, and he co-chairs the 2008 Supreme Court Review Sub-Committee. Mr. Entwistle is also the author of articles and publications on various legal and business topics, including: "Broader CEPA a Mixed Blessing," *New Jersey Law Journal*, April 9, 2007; "Imputation Doctrine No Longer Protects Auditors," *The Business Suit*, August 2006; "Second Circuit Update: Thompson Memorandum's Attorneys' Fees Provision Held Unconstitutional," *The Business Suit*, August 2006; "Second Circuit Update: Beer Supplier and Distributor Must Arbitrate Dispute Despite New York Law to the Contrary," *The Business Suit*, DRI, January 5, 2006; "Corporate Exposure and Employment Practices Liability," *Mealey's Reinsurance Conference*, November 2000; "Distinguishing Valid Fraud Claims From Trumped Up Breach of Contract Actions," *The Business Suit*, Winter 2000; "The Fine Line Between An Auditor's Recklessness and Intent to Deceive," *The Business Suit*, Summer 1999; "What a Web We Weave . . . Jurisdiction in Web-Related Litigation," *The Business Suit*, Winter 1998 (DRI); "Due Deference -- The Supreme Court Confirms the Post-Daubert Discretion of the Trial Judge as the Gatekeeper," *The Business Suit*, Winter 1998 (DRI); "Red Light, Green Light, 1-2-3: Stop and Go Traffic on the Information Superhighway," *The Business Suit*, Winter 1998 (DRI); "The Inevitable Disclosure Doctrine and the Economic Espionage Act: Emerging Weapons In the Battle to Protect Trade Secrets from Theft and Misappropriation," *The Business Suit*, Spring 1998 (DRI); "Covenants Not to Compete and the Duty of Loyalty," (DRI Spring 1997 Conference Chicago); "New York Business Law Update 1997," (New York State Society of CPA's); "New York Business Law Update 1998," (New York State Society of CPA's); "Excess Insurers Late Notice and Prejudice, American Home Puts The Issue to Rest," *New York Law Journal*, July 1993; "Managing the Risks of Accountants Liability, A Legal Perspective," *New York Society of CPA's*, 1993, 1995, 1997, 1998. In 2005 the Texas State Bar Association asked Mr. Entwistle to videotape a talk on disaster related issues to assist lawyers and other professionals in the wake of Hurricane Katrina. The videotape also received broad distribution by the State of Mississippi Governor's office.

After a brief tenure in the District Attorney's office, Mr. Entwistle became a lead trial and appellate attorney at Wilson Elser Moskowitz Edelman & Dicker, trying a broad variety of commercial, securities, insurance, fraud and government-related matters. During the following years with the Mudge Rose firm, Mr. Entwistle's trial and appellate practice also came to include

transaction-related litigation, antitrust and bankruptcy work. Mr. Entwistle's practice now focuses on representing public and private institutional investors and financial institutions in litigation, transactional and bankruptcy matters. Mr. Entwistle also works closely with the governors, treasurers and attorneys general of several states. In connection with the Firm's Corporate Practice, Mr. Entwistle has acted as lead counsel on joint ventures, restructurings, venture capital placements and a multi-billion dollar leveraged buyout.

State Bar Admissions

New York, New Jersey, Illinois, Texas, Colorado, District of Columbia

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Second, Third, Fourth, Seventh and Eighth Circuits; U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the District of New Jersey; U.S. District Court for the Northern District of Illinois; U.S. District Court for the District of Colorado; U.S. District Court for the Eastern District of Michigan; U.S. District Court for the Western District of Texas; and state and federal courts in the states of New York, New Jersey, Illinois, Texas, Colorado and District of Columbia

Vincent R. Cappucci

Vincent R. Cappucci is a founding partner of the Firm and is Head of its Securities Litigation Practice. Throughout the years, Mr. Cappucci has served as lead counsel in many high profile securities class action and derivative litigations as well as individual actions representing some of the nation's largest public pension systems, financial institutions, money managers and wealthy individuals. He has a distinguished record of successes in class litigation, having prosecuted cases in his career which have resulted in recoveries in the billions of dollars. He has personally participated in obtaining four of the top ten securities class action recoveries ever achieved and in four of the remainder, represented public institutions electing to file direct actions. His experience includes a multitude of securities trials, arguments in numerous state and federal appellate courts, appeals to the U.S. Supreme Court, and mediation and dispute resolution.

In *In re DaimlerChrysler AG Securities Litigation*, a case that has received worldwide publicity alleging that the Daimler-Benz/Chrysler \$36 billion acquisition was falsely portrayed as a "merger-of-equals," Mr. Cappucci served as lead counsel and in August 2003, achieved the largest settlement in a non-financial fraud securities action -- amounting to \$300 million. Mr. Cappucci currently serves as lead counsel in *In re CMS Energy Securities Litigation*, one of the largest pending energy trading fraud actions involving in excess of \$8 billion dollars in falsely reported round-trip trading.

Mr. Cappucci has lectured before associations of the bar and various professional organizations and regularly appears on *CNN's Money Line* and *CNBC's Power Lunch and Business Center*, providing expert commentary on a variety of securities litigation and corporate governance issues. Mr. Cappucci has for the last two years been a faculty member of the Annual National Conference on Corporate Governance and Equity Offerings sponsored by the UCLA Anderson School of Management and University of California Rady School of Management, with this year's topic focusing on the Sarbanes-Oxley Act of 2002 and developments in corporate fraud litigation. He also addressed legal practitioners and financial professionals before the National Association of Public Pension Fund Attorneys, Council of Institutional Investors and The American Conference Institute ("Trying and Defending Securities Class Actions").

Mr. Cappucci lectured before international institutional investors on corporate governance and shareholder litigation at the 2003 and 2004 annual conferences of the International Corporate Governance Network ("ICGN") conducted in The Netherlands and Brazil. Mr. Cappucci also serves on the ICGN Accounting and Auditing Practices and Executive Remuneration Board Committees.

Mr. Cappucci is the author of numerous articles appearing in a host of publications, including: "Securities Class Actions: Settlements," *The Review of Securities & Commodities Regulation*, October, 2003; "Beyond the Sarbanes-Oxley Bill: Additional Measures to Increase Corporate Accountability and Transparency," *NAPPA Report*, September 2002; "Misreading 'Gustafson' Could Eliminate Liability Under Section 11," *New York Law Journal*, Sept. 22, 1997; "Liability for Excessive Executive Compensation," *The Corporate Governance Advisor*, March/April, 1997; "Must Reliance Be Proven To Certify A Class?," *New York Law Journal*, Aug. 30, 1996, Republished, *Securities Reform Act Litigation Reporter*, Vol. I; "Class Action Lawsuits and

Securities Fraud: A Plaintiff Lawyer's View of the Litigation Reform Act," Securities Industry News, Oct. 7, 1996; "Conflicts Between Rule 23 And Securities Reform Act," New York Law Journal, April 2, 1996; "Casino Law Is Consistent With Equal Protection," New York Law Journal, March 20, 2002; "Hot Topics in Advertising Law: Investor Fraud," The Association of The Bar of the City of New York, October 22, 2003; and "Did I Really Say That? The Truth Behind the DaimlerChrysler Merger," NAPPA Report, November 2003. Mr. Cappucci is also the author of "Corporate Governance: 2005 in Review" published by Institutional Investor in its 2005 Compliance Reporter.

Mr. Cappucci received his undergraduate degree from Fordham University with a B.S. in Accounting and his law degree from Fordham University School of Law. Mr. Cappucci has also been named to the Martindale-Hubbell Bar Register of Preeminent Lawyers, for his expertise in securities litigation. In addition to membership in various state and national bar associations, Mr. Cappucci is a member of the Federal Bar Council (Member, Programs Committee), the New York State Bar Association (Committee on Securities Litigation), the National Association of Securities Class Action Attorneys, the Association of the Bar of the City of New York (Member, Committee on Consumer Affairs and Sub-Committee on Class Actions), the American Bar Association and the Association of Trial Lawyers of America. He also has been a visiting instructor at Fordham University School of Law at various conferences and Advanced Law Seminars, and is a member of the Dean's Law Advisory Committee and the Law School Planning Committee.

State Bar Admissions

New York

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Second, Fifth, Seventh, Eighth and Ninth Circuits; U.S. District Court for the Eastern, Northern and Southern Districts of New York; U.S. District Court of the Central District of Illinois; U.S. District Court of the Northern District of Illinois; U.S. District Court for the Eastern District of Michigan; and all courts of the State of New York

William S. Gyves

William S. Gyves concentrates his practice on the litigation of complex commercial and employment matters. He chairs the Firm's commercial litigation group. In addition to defending and prosecuting claims in the traditional litigation context, Mr. Gyves has considerable experience in successfully resolving disputes through mediation, arbitration and direct pre-litigation negotiations.

Representing a diverse spectrum of clients -- ranging from the New York State Superintendent of Insurance and one of the world's premier jewelers to financial institutions and institutions of higher education -- Mr. Gyves has prosecuted and defended matters involving a correspondingly wide array of business disputes. In his employment practice, Mr. Gyves counsels and represents management in, among other things, restrictive covenant, breach of fiduciary duty, harassment, discrimination and retaliation matters.

On behalf of his clients, Mr. Gyves recently:

- secured summary judgment relating to a promissory note at the heart of a complex reinsurance program, based on crucial admissions obtained during the defendant's deposition testimony that a federal judge found to "directly contradict" the defendant's earlier sworn testimony and documentary evidence;
- obtained the pre-discovery dismissal of a federal securities fraud case and defeated a related application for injunctive relief, successfully arguing that membership interests in a limited liability company do not constitute securities under the federal securities laws;
- secured the voluntary withdrawal of a \$50 million finder's fee claim brought against a financial institution, based on the strength of a pre-answer investigation demonstrating the claim to be without factual or legal merit;
- obtained through mediation an expedited settlement on behalf of a group of hedge funds defrauded by a company's misrepresentations regarding its financial condition and prospects;
- convinced a court to compel a defendant to surrender monies shown to have been moved illegally to an offshore haven and then traced back to the defendant's principals in the United States;

- obtained injunctive relief precluding a former employee from competing with a client, demonstrating through a computer forensics investigation that the former employee had pilfered the client's confidential and proprietary materials;
- secured the pre-discovery dismissal of a putative consumer fraud class action brought against a financial institution;
- secured injunctive relief halting a construction project that had been disrupting the operations of a college campus; and,
- obtained summary judgment in favor of a financial institution in litigation arising out of a fraudulent mortgage scheme.

A *cum laude* graduate of St. John's University School of Law, Mr. Gyves was Co-Executive Notes and Comments Editor of the St. John's Law Review. After obtaining his undergraduate degree from Fordham University and before attending law school, Mr. Gyves worked for six years as a newspaper journalist, garnering a number of awards for his coverage of politics, government and other matters.

Mr. Gyves has published on a variety of legal issues, including "Welcome Relief for Lenders: Federal Truth and Lending Act Trumps New Jersey Law," New Jersey Law Journal, October 10, 2005; "Trouble No Maw: Employers Breathing Easier As Court Clarifies the Enforceability of Restrictive Covenants," The Metropolitan Corporate Counsel, July 2004; "Electronic Discovery Is a Fact of Life," New Jersey Law Journal, April 29, 2002; "Counsel and Computer Forensics Experts: Teaming Up to Get It Right on Electronic Discovery," The Metropolitan Corporate Counsel, November 2001; "Competing With Former Employers," New Jersey Law Journal, June 25, 2001; "The Duty to Disclose Inaccurate Deposition Testimony," New Jersey Law Journal, September 4, 2000; "Navigating the Minefield of Ex Parte Communications," New Jersey Law Journal, April 10, 2000; "Distinguishing Valid Fraud Claims From Trumped Up Breach of Contract Actions," The Business Suit, Winter 2000; and "The Fine Line Between An Auditor's Recklessness and Intent to Deceive," The Business Suit, Summer 1999. He also has lectured on a variety of topics, including "E-Discovery in the Post-Enron Era," Bureau of National Affairs Litigation Forum: Electronic Discovery and Document Retention, May 1, 2003, and "Defending the Deposition: Potted Plant or Savvy Litigator?" New York State Bar Association Seminar on Deposition Practice and Practicalities in State and Federal Court, April 26, 2002.

Mr. Gyves is a member of the Federal Bar Council, American Bar Association, New York State Bar Association, Association of the Bar of the City of New York, Defense Research Institute, New Jersey Defense Association, New Jersey State Bar Association, Association of the Federal Bar of the State of New Jersey, the Morris County (N.J.) Bar Association, the Bar Association of the Third Federal Circuit and the Historical Society of the United States District Court for the District of New Jersey. He is also a Master of the Brennan-Vanderbilt Inn of Court.

State Bar Admissions

New York and New Jersey

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Second and Third Circuits; U.S. District Court for the Eastern, Northern and Southern Districts of New York; U.S. District Court for the District of New Jersey; and all courts of the States of New York and New Jersey

Craig E. Nelson

Craig Nelson chairs our corporate practice and is the managing partner of our Chicago office. He graduated with a B.A. in Accounting from the University of Notre Dame, an M.B.A. from the University of Houston and a J.D. from the University of Texas School of Law.

Prior to entering the practice of law, Mr. Nelson was a certified public accountant and practiced with the international public accounting firm of Coopers & Lybrand (now PricewaterhouseCoopers). He was initially located in C&L's Chicago office where he audited companies operating in many industries including manufacturing, real estate and financial services. Most of these companies had international operations. Mr. Nelson relocated to C&L's Houston office and transferred to the tax department. His practice focused on advising venture capital firms investing in portfolio companies and buyout firms buying and selling businesses. With his financial and tax accounting skills, auditing experiences and knowledge of C&L developed valuation software, Mr. Nelson assisted clients in valuing targeted companies, developed structures to acquire controlling interests of targeted companies and prepared forecasted financial statements.

Mr. Nelson advises companies involved in a variety of transactions including mergers, acquisitions, dispositions and start-ups. He also represents clients involved in: (1) issuing debt and/or equity capital; (2) making equity and/or debt investments; (3) management buyouts (including a multi-billion dollar leveraged buyout); (4) the formation of strategic alliances; and, (5) partnership dissolutions. Several of Mr. Nelson's clients are technology-based where intellectual property is one of the most significant assets.

A significant portion of Mr. Nelson's legal practice is handling the legal needs of investors and the general transactional needs of our corporate clients. He advises both American and foreign wealthy individuals and large estates on legal matters in connection with wealth management issues such as estate planning, succession planning, the legal review of documents including investment-related documents, asset protection planning and general legal matters in connection with family-owned or controlled businesses. Mr. Nelson works closely with these individuals, their family offices and their other advisors to help develop and implement sound legal planning. Most of his clients view him as an "outsourced general counsel." Mr. Nelson advises foreign investors investing in the United States through structures that minimize worldwide taxation while legally preserving anonymity which is oftentimes desired by investors.

Mr. Nelson works with the Firm's litigators on securities law class actions and private actions. His combination of legal, accounting and business knowledge provides a valuable addition to our litigation team when conducting investigations, identifying facts and developing litigation strategy for these complex cases based on fraudulent financial statements. Mr. Nelson works with the experts on these cases to quantify damages caused by the fraud committed by the defendants in these cases. In addition to litigation related activities, Mr. Nelson oversees the Firm's monitoring services for several of our institutional clients. These monitoring services are designed to timely detect, calculate and report losses to clients resulting from investments in certain publicly traded securities.

Mr. Nelson advises syndicators of various funds (both domestic and offshore) through which investors acquire businesses or invest in U.S. securities and commodities. While representing AT&T, he negotiated and structured teaming agreements and other relevant documents among the world's largest companies engaged in infrastructure development projects in Vietnam, China, the Philippines, Indonesia, Qatar, the British Virgin Islands and other countries located in Europe and South America. Many of Mr. Nelson's clients continue to engage in cross-border transactions.

State Bar Admissions

Illinois

Harold F. McGuire, Jr.

Harold F. ("Skip") McGuire, Jr. is a graduate of Princeton University and Columbia Law School. Mr. McGuire has vast experience in a number of fields as a trial lawyer and litigation counselor with a national practice, representing plaintiffs and defendants in about equal proportion. He began his career at Cravath, Swaine & Moore and then served as an Assistant U.S. Attorney for the Southern District of New York for more than four years, during which he prosecuted numerous high-profile securities frauds and other white-collar crimes. He is currently special litigation counsel to the Global Crossing Estate Representative and is prosecuting the estate's multi-billion dollar claims arising out of Global Crossing's bankruptcy.

For more than 25 years before joining Entwistle & Cappucci, Mr. McGuire was the senior partner of a litigation boutique, McGuire, Kehl & Nealon, where he carried on a varied litigation practice. Mr. McGuire's significant cases include: the successful representation of the Major League Baseball Players Association in a series of collusion grievances against all the Major League baseball clubs, which resulted in a \$280 million settlement in the early 1990s after five years of arbitration and more than fifty days of expert testimony from economists; service as a court-appointed Special Agent to investigate and report on alleged securities and accounting frauds of International Systems and Controls Corp; representation of numerous witnesses, targets and defendants in criminal investigations and prosecutions in the areas of securities law, mail and wire fraud, antitrust and taxation; multi-million dollar civil litigation including both the prosecution and defense of class actions involving securities fraud, civil RICO, commercial contracts, ERISA entitlements, intellectual property, franchising, licensing, accounting, business torts and antitrust issues; representation of business clients in arbitration and mediation proceedings springing from contract and licensing disputes; representation of debtors and creditors in adversary proceedings in bankruptcy courts; and appellate practice in state and federal courts involving most of these subject matters.

Mr. McGuire has litigated well over a hundred matters to a conclusion in trial and arbitration proceedings, and has handled dozens of appeals in federal and state courts. He is proud of his judgment in advising clients about whether to litigate or settle. He serves on the Departmental Disciplinary Committee for the First Judicial Department. He is a member of the American Bar Association, the New York State Bar Association, The Association of the Bar of the City of New York, and The Federal Bar Council.

State Bar Admissions

New York

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Second, Third, Fifth, Seventh and Tenth Circuits; U.S. District Courts in various jurisdictions; United States Tax Court; and all courts of the State of New York

Arthur V. Nealon

Arthur V. Nealon is a partner in the Firm's Litigation Section and concentrates his practice in the resolution of commercial, securities, employment and white-collar criminal matters. He has represented corporations, partnerships and individuals at trials and appeals in federal and state courts and in arbitration proceedings at the AAA, NYSE and NASD.

A graduate of Columbia College and Columbia Law School, Mr. Nealon was a founding partner of the New York firm of McGuire, Kehl & Nealon, LLP. He was previously an Assistant to the United States Special Prosecutor, a litigation associate at Christy & Viener in New York, and an Assistant District Attorney for New York County.

Over the course of more than 20 years, Mr. Nealon has represented plaintiffs and defendants in securities, accounting and employment litigation and arbitration. He has also handled professional malpractice defense matters for attorneys, physicians and accountants, and defended individuals accused of securities, tax and financial crimes in federal and state court. He is a member of the American Bar Association, the New York State Bar Association, The Association of the Bar of the City of New York and the New York County Lawyers Association.

State Bar Admissions

New York

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Second and Seventh Circuits; U.S. District Courts for the Eastern and Southern Districts of New York; U.S. District Court for the Central District of Illinois; and all courts of the State of New York

Robert N. Cappucci

Robert N. Cappucci received his undergraduate degree from Fordham University, graduating *cum laude* and in *cursu honorum*. He received his law degree from Fordham University School of Law, where he was Articles Editor of the Fordham International Law Journal. He is the author of “Amending the Treatment of Defense Production Enterprises Under the U.S. Exon-Florio Provision: A Move Toward Protectionism or Globalism?,” 16 Fordham Int’l L.J. 652 (1993). Over the years, Mr. Cappucci has litigated a wide range of securities class actions, including *In re Dollar General Corporation Securities Litigation*, Civ. No. 3:01--388 (D. Tenn.); *In re BankAmerica Corp. Securities Litigation*, Civ. No. 1264 (S.D. Georgia); and *In re CMS Energy Securities Litigation*, Civ. No. 02-cv-72004 (E.D. Michigan).

Mr. Cappucci is a member of the Commercial and Federal Litigation Sections of the New York State Bar Association and a member of the Litigation Section of the American Bar Association, The Federal Bar Council, The Association of the Bar of the City of New York, and The Association of Trial Lawyers of America.

Before entering private practice, Mr. Cappucci interned with the Honorable John E. Sprizzo, United States District Court, Southern District of New York.

State Bar Admissions

New Jersey and New York

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Third and Eighth Circuits; U.S. District Court for the District of New Jersey; U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the Eastern District of Michigan; and all state courts of New York and New Jersey

Johnston de F. Whitman, Jr.

Johnston de F. Whitman, Jr., Firm partner graduated *cum laude* from Colgate University. He received his law degree from Fordham University School of Law, where he was a member of the Dean's List and was a member of the Fordham International Law Journal.

Mr. Whitman has a broad range of experience in litigating securities fraud claims and has represented public institutions in obtaining some of the largest securities class actions recoveries since the enactment of the Private Securities Litigation Reform Act of 1995 (the "PLSRA").

Mr. Whitman is also an active member of the Firm's bankruptcy practice and, along with Andrew Entwistle, drafted and argued numerous motions in the Enron bankruptcy proceedings, among others. Mr. Whitman currently serves as a member of the Trust Advisory Committee in connection with the Oakwood Homes Corporation Chapter 11 cases pending in the United States Bankruptcy Court for the District of Delaware.

Mr. Whitman practices out of our New York office. He continues to focus his practice on securities litigation, representing private and public institutions in direct and class actions.

State Bar Admissions

New York

Court Admissions

U.S. District Court for the Eastern and Southern Districts of New York; and all courts of the State of New York

Paul R. Bradshaw

Paul R. Bradshaw graduated from East Carolina University and attended Florida State University College of Law, where he served as an editor of the Law Review and graduated with honors. Mr. Bradshaw is the resident partner in the Firm's Florida office.

Mr. Bradshaw previously served as an attorney for the Florida Department of Community Affairs. Under the administration of Governor Bob Martinez, he acted as staff counsel to the Governor and Cabinet on environmental issues and between 1988 and 1990, headed the state division charged with implementing Florida's landmark growth management legislation. He then advanced to Chief Cabinet Aide to Governor Martinez and Director of Florida's Office of Planning and Budgeting, serving as such until 1991, when he left state government to enter private practice. Mr. Bradshaw recently worked as a consultant to Governor Jeb Bush both in connection with his 1998 gubernatorial campaign and more recently on a variety of legislative issues.

Mr. Bradshaw has extensive experience in handling regulatory and administrative matters through state agencies and the courts, as well as in monitoring and tracking legislation and in preparing legislative and political strategies for clients.

State Bar Admissions

Florida

Richard E. Nawracaj

Richard E. Nawracaj has exceptional experience as both in-house and outside counsel with a background and expertise in information technology law, intellectual property law, commercial transactions, mergers and acquisitions, and litigation/dispute resolution. Mr. Nawracaj is a skilled negotiator with a solid understanding of the relationship between the law and furthering business interests, with a proven ability to successfully position organizations to attain specific objectives.

Mr. Nawracaj received a B.S. degree in Biochemistry from the University of Illinois-Champaign-Urbana in 1990. He went on to graduate from Loyola University with a J.D. where he was the recipient of American Jurisprudence award for highest grade in Sales and Securities. Mr. Nawracaj later went on to J.L. Kellogg Graduate School of Business, where he triple majored in Management and Strategy, Finance and International Business.

Mr. Nawracaj is regarded as a key advisor of senior management with aptitude to resolve matters in a desirable legal as well as business manner. He maintains a creative legal and business mind, with the capability to grasp complex legal, financial and business concepts with ease.

Prior to joining Entwistle & Cappucci as Partner, Mr. Nawracaj was Assistant General Counsel at Divine, Inc. and prior to that, at MarchFirst, Inc. His key accomplishments there included his negotiations of software reseller agreements for third party intellectual property incorporated in corporate software products and establishing, implementing and managing a program for third party licensing of corporate patents, creating \$5 million in new annual revenue. In addition, Mr. Nawracaj successfully managed five lawsuits concerning theft and improper use of corporate intellectual property by former employees.

Mr. Nawracaj is a member of the Illinois State Bar Association and the American Bar Association and principally practices out of the Chicago office.

State Bar Admissions

Illinois

Other Admissions

U.S. Patent and Trademark Office

Alix R. Rubin

Alix R. Rubin concentrates her practice in the areas of employment law and complex commercial litigation and is a partner in the Firm's litigation and employment groups. Based in the Firm's New Jersey office, Ms. Rubin counsels and represents both institutional and individual clients in a variety of business disputes in federal and state courts as well as before administrative agencies, mediators, and arbitrators.

Ms. Rubin has achieved the following results for her clients:

- dismissal of a student's disability discrimination claim against a university on summary judgment in federal court;
- injunction against New Jersey's enforcement of discriminatory trucking regulations that violate the dormant commerce clause, which was upheld by the federal appeals court;
- dismissals of discrimination charges filed with the Equal Employment Opportunity Commission;
- reversal of the federal district court's erroneous dismissal of claims of two Chinese waitresses against their former employer for wage and hour violations as well as ethnicity and gender discrimination;
- favorable settlements in preference actions in the bankruptcy court;
- guardianships for incapacitated persons; and,
- asylum and permanent resident status for individuals and their families who fled from countries in which they were persecuted and tortured for their political beliefs.

Ms. Rubin also counsels clients with respect to the following:

- negotiation of employment and severance agreements;
- updating employee handbooks to comply with relevant statutes and regulations; and,
- reductions in force.

A graduate of the University of Pennsylvania Law School, Ms. Rubin was Associate and Book Review Editor of the Comparative Labor Law Journal as well as a Legal Research Fellow. After obtaining her Bachelor of Arts Degree in English and French *magna cum laude* from Tufts

University, she earned a Master of Journalism Degree from Temple University before attending law school.

Ms. Rubin is a member of the American Bar Association, New Jersey State Bar Association and its Pro Bono Committee and the Association of the Federal Bar of the State of Jersey. She served as a facilitator on the New Jersey World Trade Center Disaster Legal Response Team, and was named 2003 Pro Bono Attorney of the Year by Volunteer Lawyers for Justice, on whose board she currently serves. Prior to joining Entwistle & Cappucci, Ms. Rubin was associated with the New Jersey law firm of Lowenstein Sandler.

Publications

“Independent Contractors Can Be Protected Under New Jersey’s Whistleblower Statute,” The Metropolitan Corporate Counsel, September 2007;

“Broader CEPA a Mixed Blessing,” New Jersey Law Journal, April 9, 2007;

Co-author with Andrew J. Entwistle, “Second Circuit Update: Thompson Memorandum’s Attorneys’ Fees Provision Held Unconstitutional,” The Business Suit, DRI, August 15, 2006;

Co-author with Andrew J. Entwistle, “Second Circuit Update: Sarbanes-Oxley Permits Corporation to Advance Defense Costs to Its Officers and Directors,” The Business Suit, DRI, April 25, 2006;

Co-author with Andrew J. Entwistle, “Second Circuit Update: Beer Supplier and Distributor Must Arbitrate Dispute Despite New York Law to the Contrary,” The Business Suit, DRI, January 5, 2006;

“Circumstantial Proof Is Sufficient,” New Jersey Law Journal, December 26, 2005;

Contributing author, The Practical Guide to Federal and New Jersey Employment Law: The Employer’s Resource, Lowenstein Sandler PC and NJBIA, 2001-2002 and Second editions;

“Anonymous ‘Posters’ Complicate Discovery,” New York Law Journal, November 19, 2001;

“The Americans With Disabilities Act, Reasonable Accommodations and Therapists’ Responsibilities,” OT Practice, Volume 3, Issue 7, July/August 1998;

“Mental Disabilities and the ADA: What’s an Employer to Do?” Exploring the Real World of Employee Relations: An Interactive Workshop, January 21, 1998;

“What the Balanced Budget Act Means for New Jersey Health Care Providers,” Hannoeh Weisman Health Update, Volume III, No. 3, Fall 1997;

“HIV Positive, Employment Negative? HIV Discrimination Among Health Care Workers in the United States and France,” Comparative Labor Law Journal, Volume 17, No. 2, Winter 1996.

State Bar Admissions

New York, New Jersey and Pennsylvania

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Second and Third Circuits; U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the District of New Jersey; and all state courts of New York, New Jersey and Pennsylvania

*Senior Counsel***Stephen D. Oestreich**

Stephen D. Oestreich joined Entwistle & Cappucci as Senior Counsel to the Firm after spending 25 years as a Senior Partner and Co-Chairman of the Litigation Department of another New York firm.

Over the years, Mr. Oestreich has served as lead or co-lead counsel in numerous securities class actions and derivative actions. Among his many noteworthy cases, Mr. Oestreich was a lead attorney in *In re The Standard Oil Company/British Petroleum Litigation*, which resulted in a benefit of over \$600 million to the class; *Joseph, et al. v. Shell Oil Company, et al.*, a class action before the Delaware Chancery Court, which resulted in a \$205 million settlement for the benefit of the class; *In re Donnkenny, Inc. Securities Litigation*; *In re Salomon Brothers Securities Litigation*, which settled for \$52 million; and the *Itel Securities Litigation*, which resulted in a class settlement of over \$40 million.

Mr. Oestreich was also appointed by the Delaware District Court as lead counsel in the *In re Phillips Securities Litigation* and served as a member of plaintiffs' executive committee, as well as plaintiffs' lead settlement counsel in the *In re Gulf Oil/Cities Service Tender Offer Litigation*. Mr. Oestreich also served as co-lead counsel in, and was co-trial counsel in *Sirota v. Solitron Devices, Inc.*, which, after an eleven-day trial, resulted in a jury verdict for the plaintiff class on all issues of liability and damages. Mr. Oestreich was recently retained by the Global Crossing Estate Representatives as special litigation counsel in connection with the *Global Crossing Bankruptcy* to recover funds on behalf of the Trust.

Mr. Oestreich graduated from Bucknell University (B.S./B.A.) and Fordham University Law School (J.D.), where he was a member of the Law School's National Moot Court Team and Sutherland Moot Court Team and was the recipient of the George W. Bacon Award and I. Maurice Wormser Award. After law school, he served as trial attorney with the Enforcement Division of the United States Securities and Exchange Commission in its New York Regional Office, where he represented the SEC in numerous hearings and trials.

Mr. Oestreich is presently a member of the Committee on Securities and Exchanges and the Federal Courts Committee of the New York County Bar Association. His experience also includes serving as Special Master for the Supreme Court of New York and as an arbitrator in the United States District Court for the Eastern District of New York. Aside from his practice, Mr. Oestreich has also been a guest lecturer on the subject of securities litigation at the Federal Bar Association and at the Rutgers Graduate School of Business. Most recently, Mr. Oestreich has been called upon by financial news networks to discuss recent developments involving the securities laws. In 1998, he was the recipient of the Man of the Year Award for the Long Island Chapter of the Crohn's and Colitis Foundation of America.

State Bar Admissions

New York

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the First, Second, Third and Ninth Circuits; United States District Court for the Eastern and Southern Districts of New York; and all courts of the State of New York

Of Counsel

M. Diane Allbaugh

M. Diane Allbaugh graduated from Cameron University and holds a J.D. from the University of Oklahoma. She is a member of the Bars of the State of Texas, Oklahoma and the District of Columbia and has published articles in many national law publications.

Ms. Allbaugh represents a unique cross-section of clients, including public utilities, higher education institutions, health care entities and telecommunications companies in many states on issues primarily relating to various intergovernmental matters.

In 1997, Ms. Allbaugh organized a unique coalition of corporations, associations and state offices to host a symposium on long-term care at the LBJ School of Public Affairs at the University of Texas at Austin. Partners in the coalition included those representing both sides of long-term care issues, including state agencies, legislative offices, associations, HMO's and major corporations.

As Legal Counsel and Executive Assistant to the Vice Chairman of the Oklahoma Tax Commission from 1992 to 1994, Ms. Allbaugh assisted in developing a strategic plan for reengineering the agency. Prior to this, Ms. Allbaugh served as Assistant General Counsel for the Oklahoma Tax Commission and practiced in the federal, state, county and administrative courts.

State Bar Admissions

District of Columbia, Oklahoma and Texas

Hon. Thomas W. Alfano

Thomas W. Alfano received his undergraduate degree from Fordham University where he was class valedictorian and elected to Phi Beta Kappa. He received his law degree from Fordham University School of Law and is admitted to all state and federal courts serving New York State.

Mr. Alfano currently acts in a Senior Counsel capacity in various securities, antitrust and consumer fraud litigations. Mr. Alfano has extensive trial experience and was previously associated with Skadden, Arps, Slate, Meagher & Flom.

Mr. Alfano was elected to the New York State Assembly in 1996. He represents the 22nd Assembly District which covers southwest Nassau County. During his second term in the Assembly, Mr. Alfano was selected to serve as Vice-Chairman of the Assembly Joint Conference Committee. In this capacity, Mr. Alfano has been speaking and leading the Conference on issues relating to job creation, tax, education and healthcare. Mr. Alfano has also assisted in spearheading the Governor's Office of Regulatory Reform's State Legislature Outreach Program, formed to solicit input from citizens and businesses across the state to reform the regulatory process. Mr. Alfano is a frequent commentator on state legislative television programs broadcast from the State Capitol. Additionally, he has made guest appearances on New York City's National Public Radio on current legislative issues.

Mr. Alfano was also named to serve on the New York State Legislative Budget Conference Committee. The Conference Committee is comprised of leaders from the Senate and Assembly who formulate the state budget.

Mr. Alfano is a member of the American Legislative Exchange Council, Council of State Governments, National Conference of Insurance Legislators where he sits on the Property and Casualty committee and the subcommittee on Natural Disaster Insurance Legislation, the National Republican Legislators Association and the Nassau County Bar Association.

Dr. M. Hossein Bor

M. Hossein Bor received a Masters in Comparative Law from George Washington University Law School and Ph.D. and Masters Degree in International Law and International Relations from American University. Dr. Bor also has a degree in law from Tehran University and is a member of the Bar of the District of Columbia.

Dr. Bor served as Energy and Economic Advisor to the Embassy of the State of Qatar in Washington, D.C. from 1982 to 1998. His practice includes commercial law, international law, international relations, energy and petroleum, international trade, international transactions, corporate law, contracts, and administrative law.

Dr. Bor is active in facilitating trade, joint ventures, investment, and project development between American corporations and their counterparts from the Gulf (G.C.C.) countries. He advises U.S. companies about conducting business in the Gulf and overseas corporations about business operations in the U.S., including analysis of U.S. and foreign policy and regulatory issues. Dr. Bor maintains a wide range of contacts among government officials, lawyers, the business community and academia in the United Arab Emirates, Qatar, Saudi Arabia, Kuwait, Bahrain and Iran.

Dr. Bor serves as an Adjunct Professor of Law at the Catholic University of America and he has written extensively on various issues relating to the Middle East, including the critically regarded treatise *Iran and Its Nationalities*, Karachi: Pakistan Adab Publication, 2000. Dr. Bor has also appeared widely on television and radio broadcasts, including the Voice of America and BBC.

John A. Bohn

John A. Bohn served for seven years as the President of Moody's Investors Service, the world's leading credit research and analysis company and a major publisher of financial information, with more than 1,500 employees in 10 countries. Mr. Bohn came to Moody's from a three-year term as President and Chairman of the Export Import Bank of the United States ("EXIMBANK"), a United States government corporation that finances and insures the sale abroad of American produced goods. During his tenure, EXIMBANK provided some \$6 billion per year in loans, guarantees and insurance in more than 25 countries. Prior to his service with the bank, which he began as First Vice President and Vice Chairman, Mr. Bohn was Special Assistant to the Secretary of the Treasury, and United States Ambassador and Executive Director at the Asian Development Bank in Manila. Mr. Bohn advises corporate officers and directors on governance issues, counsels on transactional matters, and also currently sits on or chairs the Boards of several organizations whose focus is the Internet or other emerging technologies.

Mr. Bohn graduated with honors from Stanford University, he attended the London School of Economics as a Fulbright Scholar and then graduated in law from Harvard University. After practicing law in California and the Pacific Rim, Mr. Bohn joined the Wells Fargo Bank, where he spent four and one-half years in Tokyo, responsible for Far Eastern activities and, later, was head of the Bank's International Group in Los Angeles at its North American Division in San Francisco. A member of the Foreign Service Association, Mr. Bohn served on the Board of Directors of The Center for International Private Enterprise in Washington, D.C. for four years and serves as a Director of the National Committee on U.S.-China relations. He is a member of the Counsel on Foreign Relations and the Economic Club in New York. He is also a Trustee of The Monterey Institute in California, a member of the Council for Excellence in Government in Washington, and a member of a number of corporate boards.

State Bar Admissions

California and Guam

Court Admissions

U.S. Supreme Court; U.S. Court of Appeals for the Ninth Circuit; U.S. District Court for the Northern District of California; Trust Territory of the Pacific Islands; and all courts of the State of California and Guam

Warren P. Taylor

Warren P. Taylor studied at Princeton University and the University of Oklahoma which ultimately awarded him both a Bachelor of Arts and his law degree. Mr. Taylor is admitted to practice before the U.S. Tax Court, the U.S. Military Court of Criminal Appeals, the U.S. Supreme Court and the courts of the State of Oklahoma. While on active duty in the Army, Mr. Taylor received the Bronze Star, Defense Meritorious Service medal, 4 Army Meritorious Service medals, the Army Commendation medal, and various foreign awards and meritorious unit awards.

Following his service in the field and after obtaining his law degree, Mr. Taylor served in various legal positions in the Army, including: Staff Judge Advocate, 2nd Infantry Division, Republic of Korea (Senior Legal Advisor to the Commanding General); Deputy Staff Judge Advocate, 4th Infantry Division; Command Judge Advocate, Military Assistance Command (Vietnam) (principal legal advisor to the U.S. Commanding General of Military Region IV, Mekong Delta, Republic of Vietnam); and Team Chief, Office of the Chief Trial Attorney of the Army (represented the Department of the Army in multi-million dollar contract disputes). Mr. Taylor then served as Legal Advisor to the Secretary of the Army, advised the Secretary on Congressional investigative activities, developed and implemented "Legislative Action Plans", acted as liaison with Congressional Oversight and Investigative Committees, represented Department of the Army witnesses appearing before Congress, and acted as Lead Counsel for the Army in all personnel and procurement matters pending before the Congress.

Subsequently, Mr. Taylor was selected by General Colin Powell (then Senior Military Assistant to the Secretary of Defense) to be the Legislative Counsel to Secretary Weinberger. In this capacity, Mr. Taylor developed and implemented defense procurement and acquisition policies, acted as counsel to the Secretary and Deputy Secretary of Defense and other Department of "Defense executives appearing before Congressional Committees, developed "Legislative Action Plans," wrote legislation in coordination with executive and legislative branch executives and successfully advocated before the U.S. Congress for the procurement of advanced weapons systems and for increased funding of "quality of life" programs for all branches of the U.S. military. Mr. Taylor traveled extensively with Members of Congress and private sector executives as an advisor on national security and defense procurement and acquisition policies and procedures.

Since leaving the Department of Defense and entering the private sector, Mr. Taylor has represented clients in a variety of government relations, litigation and transactional matters including: representing the U.S. Air Force Association before the U.S. Congress; major defense contractors in connection with procurement issues; and a coalition of several American companies that successfully obtained a multi-million dollar contract to dismantle Russian chemical and biological weapons. Mr. Taylor has also represented the Russian Federation in connection with various matters.

Mr. Taylor's extensive experience domestically before Congress, the Department of Defense, National Guard and various branches of the Armed Services and his overseas contacts in the former Soviet Union and the Middle East, place him in a unique position to assist domestic and foreign companies on government relations, corporate and litigation issues.

Alfred V. Greco

Alfred W. Greco received his undergraduate degree from Hunter College of the City University of New York, his law degree from Fordham University and is admitted in all state courts and federal courts in the Eastern and Southern Districts of the State of New York.

Mr. Greco started his legal career as a staff attorney with the Securities & Exchange Commission, Enforcement Division. In this capacity in the SEC's New York Regional Office, Mr. Greco engaged in all phases of enforcement matters involving injunctive actions in the federal courts against alleged violators of the securities laws including public corporations, securities brokerage firms and member firms of the New York Stock Exchange. The foregoing included supervision of preparation and review of extensive investigative reports, depositions and paperwork incident to litigation involving temporary restraining orders, preliminary injunctions and consent decrees. Mr. Greco also participated in and supervised administrative proceedings involving enforcement of all phases of the securities laws with respect to the brokerage community and its registered representatives. Mr. Greco left the SEC to enter private practice and later served as an adjunct professor of Law at Fordham University.

In the course of his private practice, Mr. Greco represents clients from a broad spectrum of the business world including securities underwriters, member firms of the New York Stock Exchange and foreign public and private corporations. This representation has covered all aspects of the federal securities laws including defense of enforcement proceedings and injunctive actions in both the federal and state courts and arbitration proceedings before the National Association of Securities Dealers and the New York and American Stock Exchanges.

During the past twenty-five years, Mr. Greco has represented a broad array of public and private corporations and securities underwriters in both litigated and transactional matters. He has had extensive experience in the preparation of registration statements and the required documentation relating to the public offering of securities, including preparation of complex prospectuses, negotiating and preparing complex underwriting agreements and preparation of documents for compliance with state (blue sky) and federal securities laws. Mr. Greco's area of expertise includes merger and acquisition transactions and the negotiation and preparation of complex documents in connection therewith.

Mr. Greco's extensive knowledge and broad experience has placed him in a unique position to represent or act as a special counsel for other law firms to advise novice as well as seasoned corporations concerning financing and equity offerings as well as acting as a troubleshooter with respect to compliance with the federal securities laws.

Thomas J. Bonner

Thomas J. Bonner graduated from the University of Notre Dame Law School where he received his J.D.. He is admitted to the Bar of the State of New York and Chairs the International Law and Practice Section of the New York State Bar Association.

Mr. Bonner has extensive experience in general commercial litigation, corporate, banking law, international trade, international finance, real estate finance and loan reorganization.

State Bar Admissions

New York

Rex A. Guest

Rex A. Guest received his undergraduate degree from the University of Illinois and his law degree from the Loyola University of Chicago in 1955, ranking fourth in his class. Mr. Guest practices tax law with a special emphasis on federal and state tax disputes and Tax Court litigation.

As a revenue agent with the Internal Revenue Service from 1948 to 1955, Mr. Guest examined and investigated Federal individual, partnership, fiduciary and corporation returns with primary emphasis on corporate returns. Mr. Guest conducted the investigation of approximately 100 cases in which a civil fraud penalty was sustained. Mr. Guest also participated in two cases resulting in convictions for criminal tax evasion.

Mr. Guest served as: trial attorney with the Office of Chief Counsel, Internal Revenue Service in Milwaukee, Wisconsin (1955-1965); head of the New Orleans office (1965-1967); head of the Kansas City office (1967-1970); Staff Assistant to the Regional Counsel in Chicago (1970-1978); and as Assistant District Counsel from June, 1978 until entering private practice.

Mr. Guest's litigation experience includes every stage of disputed tax cases, whether income, estate or gift tax, furnishing advice to the District Director, reviewing proposed notices of deficiency as to form and legal sufficiency, directing supplemental investigations by revenue agents or special agents, and appearing in court representing the Government during trial. Mr. Guest has tried in excess of 30 cases in the Tax Court, many of which were of several weeks duration. Mr. Guest has also tried a significant number of civil fraud cases.

Mr. Guest has also litigated Freedom of Information and disclosure cases; foreclosure and quiet title actions under U.S.C. §2410, U.S.C.; suits by the United States to reduce its tax claims to judgment and/or to foreclose its tax liens; suits to enforce compliance with levies; cases involving priority of tax claims in bankruptcy proceedings and corporate reorganizations, and in state receivership proceedings and probate proceedings. Mr. Guest has also handled several refund suits in the District Court and Court of Federal Claims, as well as a number of criminal tax cases.

State Bar Admissions

Illinois and Wisconsin

Court Admissions

U.S. Tax Court; U.S. District Court for the Northern District of Illinois; U.S. District Court for the Eastern District of Wisconsin; and all courts of the States of Illinois and Wisconsin

William B. Horton, II

William B. Horton, II received his B.A. from John Hopkins University, his J.D. from Baylor University and his LL.M. from the University of Washington. He is a member of the Association of the Bar of the City of New York, Washington State, New York State and American Bar Associations. Mr. Horton is also a member of the Japan-American Legal Society and is fluent in Japanese.

Mr. Horton is a recipient of the American Jurisprudence Award, Conflict of Laws, and has authored "Taxing the Attorneys' Income in Japan" 14 Law in Japan, An Annual 104.

Mr. Horton represents a cross-section of clients including finance, corporate, entertainment, intellectual property and insurance.

Randy C. Cain

Prior to his association with the Firm, Randy C. Cain was a partner at Brown McCarroll, LLP. Before a merger with Brown McCarroll in 2003, he was a partner at the Austin law firm of Hilgers & Watkins, PC, where he started that firm's Legislative Section.

Prior to that, Mr. Cain served as general counsel to the Texas Secretary of State. As general counsel he was chief legal advisor to the Secretary on all matters within agency jurisdiction, including election law, agency administration, ethics, and statutory filings.

Mr. Cain served as deputy to the Assistant Secretary for Legislative Affairs at the U.S. Department of the Treasury. As a member of Secretary Bentsen's legislative staff, he worked on the passage of NAFTA, budget reconciliation and banking regulatory consolidation, among other issues. In that capacity, Mr. Cain met with congressional staff on treasury legislative initiatives, set up meetings with members of Congress and prepared legislative briefings for the Secretary of the Treasury.

Prior to his work at the Treasury, Mr. Cain was legislative director in Washington, D.C. for Senator Lloyd Bentsen. He directed a legislative staff of twelve persons and supervised preparation of legislation, floor statements, and the development of policy positions and legislative initiatives.

Mr. Cain received an undergraduate degree in General Business from the University of Texas at Austin. After receiving his law degree from Baylor University, Mr. Cain worked for Hilgers & Watkins, P.C. for three years before he took the position of Assistant City Attorney for legislative affairs for the City of Dallas. Mr. Cain represented the interests of the City Council as legislative liaison to both State and Federal legislatures and agencies.

Mr. Cain is a member of the Phi Delta Phi Fraternity; State Bar of Texas; and he served as the Travis County Bar Association's Director of CLE Seminar on Legislative Practice in 1998.

State Bar Admissions

Texas

Court Admissions

U.S. District Court for the Western District of Texas and all courts of the State of Texas

Edward Budy, Esq.

Edward Budy has extensive experience in corporate matters related to health care, manufacturing and regulated businesses. He concentrates his practice on corporate and commercial business transactions. Mr. Budy has negotiated numerous stock and asset purchase agreements, bank loan documentation, asset based and cash flow credit facilities, mezzanine financing, software licenses, real estate leases and equipment leases, and has advised companies on strategic business initiatives as well as risk management and financing issues.

Most recently, Mr. Budy was the General Counsel for Addus HealthCare, Inc., one of the largest providers of in-home support services, with further interests in home medical equipment, medical staffing and correctional health care. At Addus, Mr. Budy oversaw complex litigated matters involving the protection of trade secrets; state and federal class actions involving Fair Labor Standards Act wage and hour issues; e-discovery and forensics. He handled HIPAA training and compliance, and employment and human resource matters including hiring and employment contracts, disciplinary actions, terminations, separation agreements and EEOC claims.

Mr. Budy has also served as General Counsel for Norcross Companies, a conglomerate with interests in protective and sport footwear, building material supplies, wholesale hardware distribution, fireplace furnishings and meteorological balloons. He also has experience in the adult and child day care businesses as General Counsel of Children Today, a provider with 80 centers in the Midwest and Southeast.

Mr. Budy embraces the philosophy that legal solutions should also be business solutions, and that he is a business partner as well as a legal counselor. He believes that he must be both an effective advocate and an efficient and timely provider of his services. With over 20 years of in-house experience, Mr. Budy has been a business adviser and counselor as a member of upper management responsible for strategic and tax planning, casualty and benefits insurance programs, pension and 401(k) plans, and mergers and acquisitions. His experience includes all aspects of corporate and limited liability company formation, operation, termination and governance.

Mr. Budy is a graduate of the Louis D. Brandeis School of Law at the University of Louisville. He received his Bachelor of Arts in Political Science from the University of Louisville.

State Bar Admissions

Illinois and Kentucky

Court Admissions

U.S. District Court for the Western District of Kentucky; and all courts in the States of Illinois and Kentucky

Associates

Richard W. Gonnello

Richard W. Gonnello graduated *summa cum laude* from Rutgers University with a B.A. in Classics and History where he was named Phi Beta Kappa. He received his J.D. from UCLA Law School.

Prior to joining Entwistle & Cappucci, Mr. Gonnello participated in corporate internal investigations and led numerous securities actions, commercial litigations and arbitrations from initiation to settlement.

State Bar Admissions

New York

Court Admissions

U.S. District Court for the Eastern and Southern Districts of New York; and all courts of the State of New York

Jonathan H. Beemer

Jonathan H. Beemer concentrates his practice on securities litigation and complex commercial disputes. Mr. Beemer has represented both underwriters and institutional investors in direct and class actions in federal and state courts. He has also represented parties in bankruptcy-related litigation, and litigation involving antitrust, the False Claims Act, and civil RICO claims.

Mr. Beemer graduated from Oberlin College with a B.A. in History. He received his J.D. from Brooklyn Law School, where he was the Managing Editor of the *Brooklyn Law Review*. Prior to joining Entwistle & Cappucci, Mr. Beemer served as a law clerk to the Honorable Marilyn Dolan Go, United States Magistrate Judge for the Eastern District of New York.

State Bar Admissions

New York

Court Admissions

U.S. District Court for the Southern and Eastern Districts of New York; and all courts of the State of New York

Robert M. Travisano

Robert M. Travisano, an associate in the Firm's commercial litigation group, concentrates his practice in the area of complex business disputes. Mr. Travisano counsels and represents institutional clients in a broad range of business disputes in the federal and state courts of both New York and New Jersey. He also has represented managed care organizations and third-party administrators in litigations involving the Federal Employees Health Benefits Act and commercial contracts. In addition, Mr. Travisano has represented foreign and domestic insurers in the litigation and negotiation of complex coverage disputes in connection with fidelity, general liability, director and officer, and property and casualty policies.

Mr. Travisano graduated from St. John's University School of Law after his undergraduate studies at Villanova University. At St. John's, Mr. Travisano served as the Executive Notes and Comments Editor for the St. John's Journal of Legal Commentary. Upon graduation from St. John's, Mr. Travisano served as a law clerk to the Honorable Joseph A. Falcone, Assignment Judge, Superior Court of New Jersey.

Publications

Co-author, "Second Circuit Update: Merchant Lacks Standing to Assert Antitrust Claims Against Credit Card Companies for Chargeback Fees," The Business Suit, December 22, 2006;

Co-author, "Imputation Doctrine No Longer Protects Auditors," The Business Suit, DRI, August 15, 2006;

Co-author, "Welcome Relief for Lenders: Federal Truth in Lending Act Trumps New Jersey Law," New Jersey Law Journal, October 10, 2005;

Co-author, "What is Past is Prologue: Why Congress Should Reject Current Financial Reform Legislation and Breathe New Life Into Glass-Steagall," 13 St. John's Journal of Legal Commentary 373 (1998).

State Bar Admissions

New York and New Jersey

Court Admissions

U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the District of New Jersey; and all courts of the States of New York and New Jersey

Helen Chung

Helen Chung graduated from Cornell University with a B.S. in Communication. She received her law degree from Boston University. Upon finishing law school, Ms. Chung entered private practice and handled complex commercial litigation. At the Firm, Ms. Chung practices in the area of securities litigation and is currently working on *Global Crossing Estate Representative v. Gary Winnick, et al.* pending in the Southern District of New York.

State Bar Admissions

New York

Court Admissions

U.S. District Court of the Eastern and Southern Districts of New York; and all state courts of the State of New York

Michael A. McDonough

Michael McDonough's areas of practice include commercial litigation and intellectual property law. He has represented a diverse range of clients in a broad range of business related disputes.

Mr. McDonough graduated from the University of Scranton with a B.A. in History. He received his law degree from St. John's University School of Law, where he was an editor on the St. John's Journal of Legal Commentary.

Publications

"Mail Fraud and the Good Faith Defense," 14 St. John's Journal of Legal Commentary 279, (1999)

State Bar Admissions

New York and New Jersey

Court Admissions

U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the District of New Jersey; and all courts of the States of New York and New Jersey

Jordan A. Cortez

Jordan A. Cortez is an honors graduate of Dartmouth College where he received a B.A. in Government. He received his J.D. from the University of Notre Dame Law School where, as a member of the Notre Dame Seventh Circuit Moot Court team, he prepared an appellate brief and participated in oral argument on behalf of a habeas corpus petitioner before the Seventh Circuit Court of Appeals in Chicago, Illinois.

State Bar Admissions

New York

Shannon L. Hopkins

Shannon L. Hopkins focuses her practice on complex securities class actions on behalf of defrauded investors. Ms. Hopkins graduated *cum laude* from Bryant College with a B.S.B.A., dual concentration in accounting and finance. She received her law degree from Suffolk University, *magna cum laude*. During law school, Ms. Hopkins was a member of the Journal of High Technology and authored a note entitled, “Cybercrime Convention: A Positive Beginning to a Long Road Ahead,” 2 J. High Tech. L. 1010. Ms. Hopkins also served on the executive board of Phi Delta Phi. She is also a certified public accountant.

State Bar Admissions

New York and Massachusetts

Court Admissions

U.S. District Court for the District of Massachusetts, U.S. District Courts for the Southern and Eastern Districts of New York, all courts of the State of New York and the Commonwealth of Massachusetts

Laura J. Babcock

Laura J. Babcock is an associate in the Firm's securities litigation group. Ms. Babcock graduated from the University of Connecticut with a B.S. in Business Technology with a concentration in Finance. While at UCONN, she was a two-time New England Scholar. She received her J.D., *cum laude*, from Pace University. At Pace, she was a member of the ATLA and NADCL Trial Advocacy Teams.

She is a member of the American Bar Association, New York Bar Association and the New York County Lawyers Association.

State Bar Admissions

New York and Connecticut

Court Admissions

U.S. District Courts for the Southern and Eastern Districts of New York; U.S. District Court for the District of Connecticut; all courts of the States of New York and Connecticut

James C. Bitanga

James C. Bitanga is an associate in the Firm's securities litigation group. He graduated from Ateneo de Manila University in the Philippines with a B.S. in Business Management and Communications Technology. Mr. Bitanga has won several international awards as a parliamentary debater including an Asian Championship, final 16 of the World University Debating Championships and the distinction of judging the World Grand Final Round during his undergraduate studies.

Mr. Bitanga received his J.D. from Boston College Law School, where he served as Chair for Moot Court in the Board of Student Advisors. He was a member of the Philip C. Jessup International Law Moot Court Team, where he ranked as one of the best oralists in that competition. He was also a semi-finalist in the BSA Mock Trial Competition.

Mr. Bitanga is a member of the Business Law and Litigation sections of the American Bar Association. Prior to his legal career, he worked as an advertising executive.

State Bar Admissions

New York

Michael H. Rosner

Michael H. Rosner focuses his practice on complex securities litigation, representing private and public institutions in direct and class actions.

Mr. Rosner received his law degree from Fordham University School of Law, where he graduated *magna cum laude* and was a member of the Law Review. He received a B.A. in Psychology from the State University of New York at Albany, where he graduated *summa cum laude* and was elected a member of Phi Beta Kappa.

State Bar Admissions

New York

Court Admissions

U.S. Court of Appeals for the Second Circuit; U.S. District Courts for the Southern and Eastern Districts of New York; and all courts of the State of New York

Daniel M. Meier

Daniel M. Meier attended New York University and graduated with a Bachelor of Arts degree in Honors Economics. He received his J.D. from Fordham University School of Law.

While attending Fordham, Mr. Meier was Notes & Articles editor for the International Law Journal, President of the Jewish Law Students Association and a staff member of the Board of Student Advisors. He was also the *cum laude* recipient of the Archibald R. Murray Public Service Award.

Prior to joining Entwistle & Cappucci, Mr. Meier was an intern at the New York Stock Exchange and the Fordham University Criminal Defense Clinic. In addition, he was a research assistant at Fordham for Professor Nicholas Johnson.

State Bar Admissions

New York

New Jersey

Court Admissions

U.S. District Court for the District of New Jersey; and all courts of the States of New York and New Jersey

Michael N. Richman

Michael M. Richman attended Yeshiva University and graduated with a Bachelor of Science degree in Finance. He received his J.D. from Fordham University School of Law.

While attending Fordham, Mr. Richman was on the staff of the Journal of Corporate and Financial Law. He received the Emmet J. McCormack Foundation Prize for Excellence in the Discipline of Admiralty Law as well as the Archibald R. Murray Public Service Award.

Prior to joining Entwistle & Cappucci, Mr. Richman was an intern at the New York Stock Exchange. In addition he was a research assistant at Fordham for Professor Cheryl Bader.

State Bar Admissions

New York (pending)

Offices

Entwistle & Cappucci LLP
280 Park Avenue
26th Floor West
New York, New York 10017
Telephone: 212-894-7200
Facsimile: 212-894-7272

Entwistle & Cappucci LLP
200 Business Park Drive
Suite 305
Armonk, New York 10504
Telephone: 914-730-3200
Facsimile : 914-730-3206

Entwistle & Cappucci LLP
1122 Colorado Street
Suite 106
Austin, Texas 78701
Telephone: 512-637-4994
Facsimile: 512-474-4567

Entwistle & Cappucci LLP
333 West Wacker Drive
20th Floor
Chicago, Illinois 60606
Telephone: 312- 251-9500
Facsimile: 312-251-9300

Entwistle & Cappucci LLP
120 South Monroe Street
Tallahassee, Florida 32302
Telephone: 850-671-4401
Facsimile: 850-671-4402

Entwistle & Cappucci LLP
30 Columbia Turnpike
P.O. Box 95
Florham Park, New Jersey 07932
Telephone: 973-236-0666
Facsimile: 973-236-9565

Entwistle & Cappucci LLP
1700 Pennsylvania Avenue, NW
Washington, DC 20006
Telephone: 202-349-2051
Facsimile: 202-349-1499

FIRM BIOGRAPHY



**SCHIFFRIN BARROWAY
TOPAZ & KESSLER, LLP**
Attorneys at Law

PENNSYLVANIA OFFICE

280 King of Prussia Road
Radnor, PA 19087
Telephone: (610) 667.7706
Facsimile: (610) 667.7056

CALIFORNIA OFFICE

2125 Oak Grove Road, Suite 120
Walnut Creek, CA 94598
Telephone: (925) 945.0770
Facsimile: (925) 945.8792

Schiffrein Barroway Topaz & Kessler, LLP, specializes in representing shareholders and consumers in complex class action litigation in state and federal courts throughout the United States. Since our inception, SBTk has recovered billions of dollars on behalf of defrauded shareholders and aggrieved consumers. The firm is led by its senior partners, Richard S. Schiffrein, Andrew L. Barroway, Marc A. Topaz, and David Kessler, with assistance from partners Stuart L. Berman, Katharine M. Ryan, Gregory M. Castaldo, Michael K. Yarnoff, Joseph H. Meltzer, Darren J. Check, Andrew L. Zivitz, Sean M. Handler, John A. Kehoe, Lee D. Rudy, Kay E. Sickles, Eric L. Zagar, Edward W. Ciolko, and numerous experienced associates and staff.

SBTK focuses on the prosecution of securities fraud actions and derivative and transactional litigation brought against public companies, their officers and directors, and their auditors and investment banking firms. In addition, SBTk represents employees in ERISA/401 K actions, as well as individuals and institutions in consumer litigation and antitrust actions.

Throughout our history, SBTk has represented various private institutional investors, including public and Taft-Hartley pension funds, hedge funds, mutual fund managers, investment advisors, and insurance companies, as well as thousands of individual investors in securities fraud class actions. Currently, SBTk is serving as Lead or Co-Lead Counsel in several high profile securities class actions against companies such as Tyco, Delphi Corp., Tenet Healthcare, Sprint Corp. and PNC Bank.

Noteworthy Achievements

During the firm's successful history, SBTk has recovered billions of dollars for defrauded stockholders and consumers. The following are among the firm's notable achievements:

In re Tyco International, Ltd. Securities Litigation, No. 02-1335-B (D.N.H. 2002)

SBTK, which served as co-lead counsel in this highly publicized securities fraud class action on behalf of a group of institutional investors, achieved a record \$3.2 billion settlement with Tyco and their auditor PricewaterhouseCoopers ("PwC"). The \$2.975 billion settlement with defendant Tyco represents the single-largest securities class action recovery from a corporate defendant in history. The action asserted federal securities claims on behalf of all purchasers of Tyco securities between December 13, 1999 and June 7, 2002 against Tyco, certain former officers and directors of Tyco and the Company's auditor PwC. Tyco is alleged to have overstated its income during the Class Period by \$5.8 billion. Defendants Kozlowski and Swartz have been sentenced to up to 25 years in prison after being convicted of grand larceny, falsification of business records and conspiracy for their roles in the alleged scheme to defraud investors. Defendant Walsh has also pled guilty to committing fraud.

In October 2004, the Court denied in large part the defendants' motions to dismiss and the parties began the discovery phase of the case. On June 12, 2006, Judge Barbadoro granted the Plaintiffs' motion for class certification for violations of sections 10(b), 20(a) and 20A of the Securities and Exchange Act of 1934 (the "Exchange Act"), 15 U.S.C. §§ 78j(b), 78t(a) and 78t-1, and sections 11, 12(a)(2) and 15 of the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. §§ 77k, 771(a)(2) and 77o. The Court held that the claims asserted satisfy Federal Rule of Civil Procedure 23(a)'s requirements for numerosity, commonality, typicality and adequacy, as well as Rule 23(b)'s requirements that common issues predominate over individual issues and that a class action is superior to other available methods for the fair resolution of the dispute.

In re Tenet Healthcare Corp. Securities Litigation, No. CV-02-8462-RSWL (Rx) (C.D. Cal. 2002):

SBTK serves as co-lead counsel on behalf of the State of New Jersey and its Division of Investment against Tenet Healthcare Corp. and certain of its former officers and directors. Among other things, the Lead Plaintiff alleges that defendants made a series of materially false or misleading statements and omissions concerning Tenet's business model and financial health from January 11, 2000 through November 7, 2002. After defeating defendants' motions to dismiss and performing substantial document and deposition discovery, a partial settlement has been reached in the amount of \$216.5 million in cash which will be submitted for preliminary approval by the Court in the coming weeks. The Partial Settlement is being funded primarily by Tenet and its insurance carriers (\$215 million), with personal contributions in the aggregate amount of \$1.5 million being made by two of Tenet's former officers, Jeffrey Barbakow and Thomas Mackey. In addition to the substantial cash recovery, the prosecution of this action has played a prominent role in Tenet's initiation of sweeping corporate governance reforms which have led to Tenet being ranked by various institutional rating entities as among the best corporations in America for its corporate governance. The case will continue against KPMG as the Court denied KPMG's motion to dismiss the action in its entirety in December, 2005.

In re Delphi Corp. Sec. Litigation, Master File No. 1:05-MD-1725 (E.D. Mich. 2005)

In early 2005, various securities class actions were filed against auto-parts manufacturer Delphi Corporation in the Southern District of New York. SBTk and its client, Austria-based mutual fund manager Raiffeisen Kapitalanlage-Gesellschaft m.b.H. ("Raiffeisen"), were appointed as Co-Lead Counsel and Co-Lead Plaintiff, respectively. The Lead Plaintiffs alleged that (i) Delphi improperly treated financing transactions involving inventory as sales and disposition of inventory; (ii) improperly treated financing transactions involving 'indirect materials' as sales of these materials; and (iii) Delphi improperly accounted for payments made to and credits received from General Motors as warranty settlements and obligations. As a result, Delphi's reported revenue, net income and financial results were materially overstated, prompting Delphi to restate its earnings for the five previous years. Complex litigation involving difficult bankruptcy issues resulted in an excellent recovery for the class of cash and stock valued at approximately \$290 million. In addition, SBTk recently announced an agreement in principle to settle claims against Delphi's outside auditor, Deloitte & Touche, LLP, for \$38.25 million on behalf of Delphi investors.

In re AremisSoft Corp. Securities Litigation, C.A. No. 01-CV-2486 (D.N.J. 2002):

SBTK is particularly proud of the results recently achieved in this case before the Honorable Joel A. Pisano. This case was exceedingly complicated, as it involved the embezzlement of hundreds of millions of dollars by former officers of the Company, who are now fugitives. In settling the action, SBTk, as sole Lead Counsel, assisted in reorganizing the Company as a new Company to allow for it to continue operations, while successfully separating out the securities fraud claims and the bankrupt Company's claims into a litigation trust. The Settlement, which was recently approved, calls for the class to receive the majority of the equity in the new Company, as well as their pro rata share of any amounts recovered by the litigation trust. The Court-appointed cotrustees, Joseph P. LaSala, Esq. and Fred S. Zeidman, have retained SBTk to continue prosecuting the actions on behalf of the litigation trust. In this capacity, we have filed an action in the Isle of Man, and have successfully frozen more than \$200 million of stolen funds from one of the fugitives, and are in the process of attempting to recover the money on behalf of the trust. In addition, we are continuing to litigate the trust's claims against the remaining fugitive.

In re The Interpublic Group of Companies Securities Litigation, No. 02 Civ. 6527 (S.D.N.Y. 2002):

SBTK served as sole Lead Counsel in this action on behalf of an institutional investor and recently received final approval of a settlement consisting of \$20 million in cash and 6,551,725 shares of IPG common stock with expected distribution by early summer 2005. As of February 2005, the stock had an approximate value of \$87 million, resulting in a total settlement value of approximately \$107 million. In granting its approval, the Court praised SBTk for acting responsibly and noted the firm's professionalism, competence and contribution to achieving such a favorable result.

In re Digital Lightwave, Inc. Securities Litigation, Consolidated Case No. 98-152-CIV-T-24E (M.D. Fla. 1999):

The firm served as Co-Lead Counsel in one of the nation's most successful securities class actions. After extensive litigation and negotiations, a settlement consisting primarily of stock

ultimately grew to a value of over \$170 million between the time in which the settlement was negotiated and the time at which it was distributed. SBTk took on the primary role in negotiating the terms of the equity component, insisting that the class have the right to share in any upward appreciation in the value of the stock after the settlement was reached. This recovery represented an astounding approximately two hundred percent (200%) of class members' losses. We believe that this represents the largest percentage recovery for shareholders in securities class action history.

***In re Initial Public Offering Securities Litigation,
Master File No. 21 MC 92 (SAS) (S.D.N.Y. Dec. 12, 2002):***

SBTK holds a prominent position as an Executive Committee member in this action. Of the sixty plaintiffs firms which originally filed actions in these coordinated proceedings, SBTk was one of only six selected to serve on the Executive Committee. The coordinated actions, which have been filed against 309 separate issuers of publicly traded securities, challenge the legality of the practices which accompany the allocations of shares in initial public offerings. In addition to suing the issuers of such securities, the 309 coordinated actions also name as defendants the primary investment banking firms which underwrote the offerings. This case, which has received a great deal of national and international media attention, is widely considered the largest securities class action litigation in history. At the present time, the Court has preliminarily approved a \$1 billion settlement with the insurers and their officers and directors. The case is proceeding against the underwriting defendants.

***In re Global Crossing, Ltd. ERISA Litigation,
No. 02 Civ. 7453 (S.D.N.Y. 2004):***

SBTK served as Co-Lead Counsel in this complex and high-profile action which alleged that certain directors and officers of Global Crossing, a former high-flier of the late 1990's tech stock boom, breached their fiduciary duties under the Employee retirement Income Security Act of 1974 to certain company-provided 401(k) plans and their participants. These breaches surrounded the plans' alleged imprudent investment in Global Crossing stock during a time when defendants knew, or should have known, that the company was facing imminent bankruptcy. A settlement of plaintiffs' claims restoring \$79 million to the Plans and their participants was approved in November 2004. At the time, this represented the largest recovery received in a company stock ERISA class action.

***In re Honeywell International ERISA Litigation,
No. 03-1214 (DRD) (D.N.J. 2004):***

SBTK is serving as Lead Counsel in a breach of fiduciary duty case under ERISA against Honeywell International, Inc. and certain fiduciaries of Honeywell pension plans. The suit alleges that Honeywell and the individual fiduciary defendants, allowed Honeywell's 401(k) plans and their participants to imprudently invest significant assets in company stock, despite that defendants knew, or should have known, that Honeywell's stock was an imprudent investment due to undisclosed, wide-ranging problems stemming from a consummated merger with Allied Signal and a failed merger with General Electric. A settlement of plaintiffs' claims, which includes a \$14 million payment to the plans and their affected participants, and significant structural relief affording participants much greater leeway in diversifying their retirement savings portfolios, is currently pending court approval.

***In re Remeron Antitrust Litigation,
No. 02-CV-2007 (D.N.J. 2004):***

SBTK is Co-Lead Counsel in an action challenging Organon, Inc.'s filing of certain patents and patent infringement lawsuits as an abuse of the Hatch-Waxman Act, and an effort to unlawfully extend their monopoly in the market for Remeron. Specifically, the lawsuit alleges that defendants violated state and federal antitrust laws in their efforts to keep competing products from entering the market, and seeks damages sustained by consumers and third-party payors. After lengthy litigation, including numerous motions and over 50 depositions, the matter settled for \$36 million. The settlement is pending final approval by the court.

***Henry v. Sears, et al.,
Case No. 98 C 4110 (N.D. Ill. 1999):***

The firm served as Co-Lead Counsel for one of the largest consumer class actions in history, consisting of approximately 11 million Sears credit card holders whose interest rates were improperly increased in connection with the transfer of the credit card accounts to a national bank. SBTK successfully negotiated a settlement representing approximately 66% of all class members' damages, thereby providing a total benefit exceeding \$156 million. All \$156 million was distributed automatically to the Class members, without the filing of a single proof of claim form. In approving the settlement, the District Court stated: "... I am pleased to approve the settlement. I think it does the best that could be done under the circumstances on behalf of the class. ... The litigation was complex in both liability and damages and required both professional skill and standing which class counsel demonstrated in abundance."

***Jordan v. State Farm Insurance Company,
Case No. 97 CH 11 (Cir. Ct., McLean County, Ill. 1998):***

Plaintiffs alleged that State Farm had engaged in fraudulent sales practices known as "churning," and marketing and selling "vanishing premium" policies that do not actually "vanish." After several years of discovery, motion practice and settlement negotiations, SBTK, as Liaison Counsel, successfully resolved the action for \$225 million in cash, dividend enhancements and other monetary benefits for current and former State Farm policyholders.

***In re Liberate Technologies Securities Litigation,
No. C-02-5017 (MJJ) (N.D. Cal. 2005):***

Plaintiffs alleged that Liberate engaged in fraudulent revenue recognition practices to artificially inflate the price of its stock, ultimately forcing it to restate its earnings. As sole Lead Counsel, SBTK successfully negotiated a \$13.8 million settlement, which represents almost 40% of the damages suffered by the class. In approving the settlement, the district court complimented Lead Counsel for its "extremely credible and competent job."

***In re InfoSpace, Inc. Securities Litigation,
Master File No. C-01-0913-Z (D. Wash. 2001):***

SBTK served as Co-Lead Counsel on behalf of plaintiffs alleging that InfoSpace and certain of its officers and directors overstated revenues by using improper accounting methods, overstated the demand for InfoSpace's wireless services, misstated InfoSpace's financial relationships with major customers, and falsely represented that InfoSpace would receive subscription fees from

users of web-enabled cell phones. After two years of hard-fought litigation and complex mediation, a settlement of \$34.3 million was obtained for members of the class.

***In re Riverstone Networks, Inc. Securities Litigation,*
Case No. CV-02-3581 (N.D. Cal. 2002):**

SBTK served as sole lead counsel on behalf of plaintiffs alleging that Riverstone and certain of its officers and directors sought to create the impression that the Company, despite the industry-wide downturn in the telecom sector, had the ability to prosper and succeed and was actually prospering. In that regard, plaintiffs alleged that defendants issued a series of false and misleading statements concerning the Company's financial condition, sales and prospects, and used inside information to personally profit. After extensive litigation, the parties entered into formal mediation with the Honorable Charles Legge (Ret.). Following five months of mediation, the parties reached a settlement of \$18.5 million which has been preliminarily approved by the Court.

***In re Assisted Living Concepts, Inc. Securities Litigation,*
Lead Case No. 99-167-AA (D. Or. 1999):**

SBTK served as Co-Lead Counsel and was instrumental in obtaining a \$30 million recovery for class members from the Company, its executive officers and directors, and several underwriters for their role in an alleged complex accounting fraud involving the use of a purportedly independent joint venture to absorb the Company's start-up losses. Even after this \$30 million recovery, through counsel's efforts, an additional \$12.5 million was obtained from the auditors providing for a total recovery of \$42.5 million.

***Wanstrath v. Doctor R. Crants, et al.,*
No. 99-1719-111 (Tenn. Chan. Ct., 20th Judicial District, 1999):**

SBTK served as Lead Counsel in a derivative action filed against the officers and directors of Prison Realty Trust, Inc., challenging the transfer of assets from the Company to a private entity owned by several of the Company's top insiders. Numerous federal securities class actions were pending against the Company at this time. Through the derivative litigation, the Company's top management was ousted, the composition of the Board of Directors was significantly improved, and important corporate governance provisions were put in place to prevent future abuse. Mr. Schiffrin, in addition to achieving these desirable results, was able to personally effectuate a global settlement of all pending litigation against the backdrop of an almost certain bankruptcy. The case was resolved in conjunction with the federal securities cases for the payment of approximately \$50 million by the Company's insurers and the issuance of over 46 million shares to the class members.

***In re Cumulus Media Inc. Securities Litigation,*
Lead Case No. 00-C-391 E.D. Wis. 2000):**

SBTK served as Lead Counsel and successfully litigated the action and negotiated a settlement of \$13 million in cash and 240,000 shares of freely tradable stock in Cumulus Media, which traded for approximately \$19 per share, for a total settlement value of \$17.5 million at the time the settlement was approved by the Court.

PARTNERS

RICHARD S. SCHIFFRIN, founding partner of the firm, is licensed to practice law in Illinois and Pennsylvania, and has been admitted to practice before numerous United States District Courts. In his seven years of practice with the Office of the Public Defender of Cook County, Illinois, Mr. Schiffrin represented hundreds of clients in both bench and jury trials, as well as appeals. Mr. Schiffrin has also taught legal writing and appellate advocacy at John Marshall Law School and has served as a faculty member at numerous legal seminars, including the Annual Institute on Securities Regulation, NERA: Finance, Law & Economics — Securities Litigation Seminar, the Tulane Corporate Law Institute, and the CityBar Center for CLE (NYC): Ethical Issues in the Practice of Securities Law.

Most recently, Mr. Schiffrin spoke at the MultiPensions 2005 Conference in Amsterdam, Netherlands; the Public Funds Symposium 2005 in Washington, D.C.; the European Pension Symposium in Florence, Italy; and the *Pennsylvania Public Employees Retirement Summit (PAPERS)* in Harrisburg, Pennsylvania. Mr. Schiffrin oversees all aspects of litigation on behalf of the firm. Mr. Schiffrin has been recognized for his expertise in numerous cases, including most prominently:

In re Tenet Healthcare Corp., 02-CV-8462 (C.D. Cal.):

Schiffrin Barroway Topaz & Kessler served as Co-Lead Counsel on behalf of plaintiffs, alleging that Tenet Healthcare and certain of its officers and directors defrauded Medicare out of hundreds of millions of dollars, materially overstated Tenet's revenues, and performed unnecessary cardiac surgeries to increase the Company's earnings. After three years of hard-fought litigation and complex mediation, Schiffrin Barroway Topaz & Kessler helped obtain a settlement involving a \$216.5 million payment from Tenet and the Company's former CEO and COO, and specific corporate governance improvements.

In re AremisSoft Corp. Securities Litigation, C.A. No. 01-CV-2486 (D.N.J. 2002):

Schiffrin Barroway Topaz & Kessler is particularly proud of the results achieved in this case before the Honorable Joel A. Pisano. This case was exceedingly complicated, as it involved the embezzlement of hundreds of millions of dollars by former officers of the Company, some of whom remain fugitives. In settling the action, Schiffrin Barroway Topaz & Kessler, as sole Lead Counsel, assisted in reorganizing the Company as a new Company which allowed for it to continue operations, while successfully separating out the securities fraud claims and the bankrupt Company's claims into a litigation trust. The Settlement, approved by the court, enabled the class to receive the majority of the equity in the new Company, as well as their pro rata share of all amounts recovered by the litigation trust. The court-appointed co-trustees, Joseph P. LaSala, Esq. and Fred S. Zeidman, retained Schiffrin Barroway Topaz & Kessler to further assist with prosecuting the actions on behalf of the litigation trust.

After filing an action in the Isle of Man, where the trust successfully froze more than \$200 million of stolen funds from one of the fugitives, the trust achieved a settlement of this action for \$200 million, which was returned to the United States and paid to the trust. Recently, the trust

commenced another action in Cyprus, where it obtained a Mareva injunction and interim ancillary relief against bank accounts and assets owned and/or controlled by the other principal wrongdoer.

Thus far, counsel on behalf of the trust and its beneficiaries have achieved settlements with the Company and certain of its directors and officers as well as the Company's auditors, lawyer and underwriters, for a total of more than \$250 million. The beneficiaries of the trust have already received in excess of 28% of their recognized losses.

Henry v. Sears, et al., Case No. 98 C 4110 (N.D. Ill. 1999):

Schiffrein Barroway Topaz & Kessler served as Lead Counsel on behalf of the largest class of credit card holders in history. At stake was the right of Sears and its newly formed affiliate, Sears National Bank ("SNB"), to retroactively increase the interest rates on eleven million credit card accounts with outstanding balances resulting from purchases made prior to the accounts being transferred to SNB. Schiffrein Barroway Topaz & Kessler alleged that such conduct violated the Truth-in-Lending Act, the National Banking Act and state consumer fraud statutes. After extensively litigating various aspects of liability, an additional nine months were then spent determining damages. The extraordinary complexity of the damage calculations required Mr. Schiffrein and experts from both parties to develop, test and utilize a novel computer model to ascertain total damages for the class and individualized damages for each class member. Ultimately, Mr. Schiffrein and his partner, Mr. Kessler, were able to negotiate a \$156 million settlement, which represented approximately 66% of total damages. In approving the settlement, District Court Judge Leinenwebber of the Northern District of Illinois stated:

. . . I am pleased to approve the settlement. I think it does the best that could be done under the circumstances on behalf of the class. . . . The litigation was complex in both liability and damages and required both professional skill and standing which class counsel demonstrated in abundance.

The entire settlement fund of \$156 million was distributed without the filing of a single proof of claim form by any class member.

Wanstrath v. Doctor R. Crants, et al., C.A. No. 99-1719-III (Tenn. Chan. Ct., 20th Judicial District, 1999):

Schiffrein Barroway Topaz & Kessler served as Lead Counsel in a derivative action filed against the officers and directors of Prison Realty Trust, Inc., challenging the transfer of assets from the Company to a private entity owned by several of the Company's top insiders. Numerous federal securities class actions were pending against the Company at this time. Through the derivative litigation, the Company's top management was ousted, the composition of the Board of Directors was significantly improved and important corporate governance provisions were put in place to prevent future abuse. Mr. Schiffrein, in addition to achieving these desirable results, was able to personally effectuate a global settlement of all pending litigation against the backdrop of an almost certain bankruptcy. The case was resolved in conjunction with the federal securities cases

for the payment of approximately \$50 million by the Company's insurers and the issuance of over 46 million shares to the class members.

Jordan v. State Farm Insurance Company, Case No. 97 CH 11 (Cir. Ct., McLean County, Ill. 1998):

Schiffrin Barroway Topaz & Kessler brought a claim on behalf of multiple plaintiffs alleging that State Farm had engaged in fraudulent sales practices by "churning" policies and marketing and selling "vanishing premium" policies that never "vanished." After several years of discovery, motion practice and settlement negotiations, Mr. Schiffrin played a critical role in resolving the action for \$225 million in cash, dividend enhancements and other monetary benefits for current and former State Farm policyholders. Schiffrin Barroway Topaz & Kessler also has achieved substantial settlements in 20 additional cases alleging fraudulent sales practices by various insurance companies.

Mr. Schiffrin has also represented defrauded shareholders and companies in complex class and derivative actions, including the following:

Huscher v. Curley, et al., No. 00 Civ. 21379 (Mich. Cir. Ct., 2000) (In re Sotheby's Holdings, Inc. Derivative Litigation):

Schiffrin Barroway Topaz & Kessler served as Lead Counsel in a derivative action arising out of Sotheby's alleged antitrust price fixing conspiracy with auction house rival Christie's International PLC. A multi-million dollar settlement was negotiated by Mr. Schiffrin whereby Diana Brooks (Sotheby's President at the time of the alleged wrongdoing) agreed to relinquish all of her Sotheby's stock options, and the Company's insurance carrier made a substantial monetary payment to the Company. In addition, significant changes in the Company's top management and Board of Directors were achieved in conjunction with the settlement of the litigation.

ANDREW L. BARROWAY, managing partner of the firm, received his law degree from the University of Pennsylvania Law School, where he was a member of the ABA Negotiation team. He is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania. Mr. Barroway frequently lectures on securities class action and lead plaintiff issues, and recently spoke at the 2005 Institutional Investor Hedge Fund Workshop in New York City and the Public Funds Summit 2005 in Phoenix, Arizona. Mr. Barroway has been actively involved in all aspects of litigation on behalf of the firm, and co-manages the firm's securities department. Of his numerous successful representations of shareholders, the following stand out as exceptional:

In re The Interpublic Group of Companies Securities Litigation, No. 02 Civ. 6527 (S.D.N.Y. 2002):

Schiffrin Barroway Topaz & Kessler served as sole Lead Counsel in this action on behalf of an institutional investor and recently received final approval of a settlement consisting of \$20 million in cash and 6,551,725 shares of IPG common stock. As of February 2005, the stock had

an approximate value of \$87 million, resulting in a total settlement value of approximately \$107 million. In granting its approval, the Court praised Schiffrin Barroway Topaz & Kessler for acting responsibly and noted the firm's professionalism, competence and contribution to achieving such a favorable result.

In re Digital Lightwave, Inc. Securities Litigation, Consolidated Case No. 98-152-CIV-T-24E (M.D. Fla. 1999):

The firm served as Co-Lead Counsel in one of the nation's most successful securities class actions. After extensive litigation and negotiations, a settlement consisting primarily of stock ultimately grew to a value of over \$170 million between the time in which the settlement was negotiated and the time at which it was distributed. Schiffrin Barroway Topaz & Kessler took on the primary role in negotiating the terms of the equity component, insisting that the class have the right to share in any upward appreciation in the value of the stock after the settlement was reached. This recovery represented an astounding approximately two hundred percent (200%) of class members' losses. Schiffrin Barroway Topaz & Kessler believes that this represents the largest percentage recovery for shareholders in securities class action history.

Mr. Barroway, along with his partner, Mr. Kessler, has also negotiated substantial settlements of securities class actions in which Schiffrin Barroway Topaz & Kessler was Lead or Co-Lead Counsel against Pinnacle Holdings, Cell Pathways, Gateway, Mercator and NetSolve. Mr. Barroway currently represents numerous public pension funds, private investment funds, money management firms, and individuals in securities fraud litigation as Lead or Co-Lead Counsel.

MARC A. TOPAZ, a senior partner of the firm, received his law degree from Temple University School of Law, where he was an editor of the Temple Law Review and a member of the Moot Court Honor Society. He also received his Master of Law (L.L.M.) in taxation from the New York University School of Law, where he served as an editor of the New York University Tax Law Review. He is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania. Mr. Topaz manages the firm's derivative, transactional and antitrust departments. In this regard, Mr. Topaz has been actively involved in litigating the following prominent cases:

In re MTC Electronic Shareholder Litigation, No. CV-93-0876 (E.D.N.Y. 1993):

Schiffrin Barroway Topaz & Kessler served as Co-Counsel in a case involving securities fraud by MTC, its officers and directors, underwriters and accountants. The case presented novel issues of Chinese law, and required the construction of a database of hundreds of thousands of documents utilized in numerous party and non-party depositions. A \$72 million settlement was achieved on the eve of trial.

In re Oppenheimer Capital, L.P., Unitholders Litigation, Consolidated No. 16022NC (Del. Ch. 1997):

Schiffrin Barroway Topaz & Kessler served as Co-Lead Counsel on behalf of plaintiffs alleging that a merger proposed by Pimco Advisors benefitted certain Pimco insiders by

disproportionately allocating tax benefits achieved from the restructuring of a limited partnership, and failing to provide adequate compensation to the Oppenheimer shareholders. Plaintiffs moved to enjoin the transaction and a settlement was reached whereby defendants agreed to pay a special dividend to Oppenheimer limited partners of approximately \$16 million.

Wanstrath v. Doctor R. Crants, et al., C.A. No. 99-1719-III (Tenn. Chan. Ct., 20th Judicial District, 1999):

Schiffrin Barroway Topaz & Kessler served as Lead Counsel in a derivative action filed against the officers and directors of Prison Realty Trust, Inc., challenging the transfer of assets from the Company to a private entity owned by several of the Company's top insiders. Numerous federal securities class actions were pending against the Company at this time. Through the derivative litigation, the Company's top management was ousted, the composition of the Board of Directors was significantly improved and important corporate governance provisions were put in place to prevent future abuse. Mr. Schiffrin, in addition to achieving these desirable results, was able to personally effectuate a global settlement of all pending litigation against the backdrop of an almost certain bankruptcy. The case was resolved in conjunction with the federal securities cases for the payment of approximately \$50 million by the Company's insurers and the issuance of over 46 million shares to the class members.

DAVID KESSLER, a senior partner of the firm, graduated with distinction from the Emory School of Law. He is licensed to practice in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania and the United States District Court for the District of New Jersey. Prior to practicing law, Mr. Kessler was a Certified Public Accountant in Pennsylvania. Mr. Kessler co-manages the firm's nationally recognized securities department. In addition, Mr. Kessler often lectures on securities litigation and was a featured speaker on hot topics in securities litigation in a seminar entitled "The Explosion and Evolution of Class Action Law" in December 2004 in Philadelphia, Pennsylvania, and the Corporate Governance Summit on Corporate Accountability in July 2003 in New York City. Mr. Kessler has achieved the following outstanding results in federal securities cases:

In re Initial Public Offering Securities Litigation, Master File No. 21 MC 92 (SAS) (S.D.N.Y. Dec. 12, 2002):

Mr. Kessler, along with Mr. Schiffrin, is presently heading up the firm's litigation efforts in its prominent position as an Executive Committee member in this action. Of the sixty plaintiffs firms which originally filed actions in these coordinated proceedings, Schiffrin Barroway Topaz & Kessler was one of only six selected to serve on the Executive Committee. The coordinated actions, which have been filed against 309 separate issuers of publicly traded securities, challenge the legality of the practices which accompany the allocations of shares in initial public offerings. In addition to suing the issuers of such securities, the 309 coordinated actions also name as defendants the primary investment banking firms which underwrote the offerings. This case, which has received a great deal of national and international media attention, is widely considered the largest securities class action litigation in history. At the present time, the court has preliminarily approved a \$1 billion settlement with the issuers and their officers and

directors. The class has also reached an agreement in principle to resolve the action against JP Morgan for \$425 million, which is in the process of being memorialized and submitted to the Court for approval. The case is proceeding against the remaining underwriting defendants.

In re PNC Financial Services Group, Inc. Litigation, Case No. 02-CV-271 (W.D. Pa. 2002):

Schiffrein Barroway Topaz & Kessler served as Co-Lease Counsel and was instrumental in obtaining a \$30 million recovery for class members from PNC and the assignment of certain claims it may have had against its audit and other third party law firms and insurance companies, with respect to an alleged fraudulent scheme wherein non-performing assets were removed from PNC's books and transferred to special purpose entities that PNC allegedly still controlled. An additional \$6.6 million was recovered from the insurance company and the law firms and an agreement in the principle has now been reached with the audit to resolve all claims for another \$9.075 million, providing for a total recovery from the securities litigation of \$45.675 million upon approval of the auditor settlement. When coupled with the \$156 million restitution fund established through government actions against some of the same defendants and third parties, the total recovery for class members exceeds \$200 million.

In re Assisted Living Concepts, Inc. Securities Litigation, Lead Case No. 99-167-AA (D. Or. 1999):

Schiffrein Barroway Topaz & Kessler served as Co-Lead Counsel and was instrumental in obtaining a \$30 million recovery for class members from the Company, its executive officers and directors, and several underwriters for their role in an alleged complex accounting fraud involving the use of a purportedly independent joint venture to absorb the Company's startup losses. Even after this \$30 million recovery, through counsel's efforts, an additional \$12.5 million was obtained from the auditors providing for a total recovery of \$42.5 million.

In re Cumulus Media Inc. Securities Litigation, Lead Case No. 00-C-391 (E.D. Wis. 2000):

Schiffrein Barroway Topaz & Kessler served as Lead Counsel and successfully litigated the action and negotiated a settlement of \$13 million in cash and 240,000 shares of freely tradable stock in Cumulus Media, which traded for approximately \$19 per share, for a total settlement value of \$17.5 million at the time the settlement was approved by the Court.

KATHARINE M. RYAN, a partner of the firm, graduated *cum laude* from Villanova University School of Law in May 1984. Ms. Ryan is admitted to practice before the United States District Court for the Eastern District of Pennsylvania, the Court of Appeals for the Third Circuit and the United States Supreme Court. Ms. Ryan recently participated as a speaker in a legal teleconference entitled "Is the PSLRA's Safe Harbor Provision Safe?" Ms. Ryan is actively involved in litigating several of the firm's most prominent cases and was integral in the excellent results achieved in the following cases:

In re The Interpublic Group of Companies Securities Litigation, No. 02 Civ. 6527 (S.D.N.Y. 2002):

Schiffrein Barroway Topaz & Kessler served as sole Lead Counsel in this action on behalf of an institutional investor and recently received final approval of a settlement consisting of \$20 million in cash and 6,551,725 shares of IPG common stock. As of February 2005, the stock had an approximate value of \$87 million, resulting in a total settlement value of approximately \$107 million. In granting its approval, the Court praised Schiffrein Barroway Topaz & Kessler for acting responsibly and noted the firm's professionalism, competence and contribution to achieving such a favorable result.

In re New Power Holdings, Inc. Securities Litigation, No. 02 Civ. 1550 (S.D.N.Y. 2002):

Schiffrein Barroway Topaz & Kessler served as Co-Lead Counsel and was instrumental in obtaining a recovery of \$41 million in cash for class members against a bankrupt company, certain of its officers and directors and the underwriters of the Company's offering. Claims involved New Power, an offshoot of Enron, that was formed to re-enter the deregulated energy market and pursued an IPO with no viable plan to hedge against volatile energy prices.

STUART L. BERMAN, a partner of the firm, received his law degree from George Washington University National Law Center, and his undergraduate degree from Brandeis University. He is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania and the United States District Court for the District of New Jersey. Mr. Berman manages the firm's lead plaintiff department and has been instrumental in courts appointing many of the firm's institutional and individual clients as lead plaintiffs in important cases, such as:

In re Tenet Healthcare Corp. Securities Litigation, No. CV-02-8462- RSWL (C.D. Cal. 2002),

State of New Jersey and its Division of Investment v. Sprint Corporation, et al., No. 2:03-CV-02071-JWL (D. Kan. 2003),

In re The Interpublic Group of Companies Securities Litigation, No. 02 Civ. 6527 (S.D.N.Y. 2002), State of New Jersey and Its Division of Investment v. Sprint Corporation, et al., No. 03-2071-JWL (D. Kan. 2003),

In re Delphi Corp. Sec. Litig., 1:05-CV-2637 (NRB) (S.D.N.Y. 2005);

In re Vaxgen Inc. Securities Litigation, No. C 03-01129 JSW (N.D. Cal. 2003),

In re American Business Financial Services, Inc., No. 04- 0265 (E.D. Pa. 2004)

In re Autobytel, Inc. Securities Litigation, No. CV04-8987 MMM (JWJx) (C.D. Cal. 2004).

Mr. Berman represents and works with institutional investors worldwide in securities litigation and other related matters. In addition, Mr. Berman is a frequent speaker on securities issues, especially as they relate to institutional investors, and has been a speaker at such events as The European Pension Symposium in Florence, Italy; the Public Funds Symposium 2005 in Washington, D.C.; the Pennsylvania Public Employees Retirement (PAPERS) Summit in Harrisburg, Pennsylvania; and the New England Pension Summit in Newport, Rhode Island; the Rights and Responsibilities for Institutional Investors 2006 in Amsterdam, Netherlands; and the European Investment Roundtable 2006 in Barcelona, Spain. He speaks with institutional investors located around the world regarding their rights and obligations associated with securities fraud class actions and individual actions. Mr. Berman works closely with the firm's institutional investors and counsels them on fulfilling their fiduciary obligations and exercising their rights in all types of securities related actions.

Mr. Berman has specialized in the area of securities litigation for the past nine years. He is particularly proud of the results achieved in *In re AremisSoft Corp. Sec. Litig.*, C.A. No. 01-CV-2486 (D.N.J. 2002), a case on which Mr. Berman and his partner, Richard Schiffrin, have worked extensively. This case was exceedingly complicated, as it involved the embezzlement of hundreds of millions of dollars by former officers of the Company, some of whom are now fugitives. In settling the action, Schiffrin Barroway Topaz & Kessler, as sole Lead Counsel, assisted in reorganizing AremisSoft as a new Company which allowed for it to continue operations, while successfully separating out the securities fraud claims and the bankrupt Company's claims into a litigation trust. The Settlement, which was approved by the Court, called for the class to receive the majority of the equity in the new Company, as well as their pro rata share of all amounts recovered by the litigation trust. The Court-appointed co-trustees, Joseph P. LaSala, Esq. and Fred S. Zeidman, retained Schiffrin Barroway Topaz & Kessler to continue prosecuting the actions on behalf of the litigation trust. After extensive litigation in the Isle of Man, including the successful freezing of more than \$200 million of stolen funds, the trust recently settled its action against one of the principal wrongdoers and recovered approximately \$200 million. Thus far, the trust has distributed to beneficiaries of the trust more than 28% of their recognized losses (excluding the value of the equity of the new Company), and is poised to recover even more. Recently, the trust commenced further litigation in Cyprus, where it obtained a Mareva injunction and interim ancillary relief against bank accounts and assets owned and/or controlled by the other principal wrongdoer.

GREGORY M. CASTALDO, a partner of the firm, received his law degree from Loyola Law School, where he received the American Jurisprudence award in legal writing. He received his undergraduate degree from the Wharton School of Business at the University of Pennsylvania. He is licensed to practice law in Pennsylvania and New Jersey. Mr. Castaldo has been actively involved in litigating the following cases:

In re Tenet Healthcare Corp., 02-CV-8462 (C.D. Cal.):

Schiffrin Barroway Topaz & Kessler served as Co-Lead Counsel on behalf of plaintiffs, alleging that Tenet Healthcare and certain of its officers and directors defrauded Medicare out of hundreds of millions of dollars, materially overstated Tenet's revenues, and performed unnecessary cardiac surgeries to increase the Company's earnings. After three years of hard-

fought litigation and complex mediation, Schiffrin Barroway Topaz & Kessler helped obtain a settlement involving a \$216.5 million payment from Tenet and the Company's former CEO and COO, and specific corporate governance improvements.

In re Liberate Technologies Securities Litigation, No. C-02-5017 (MJJ) (N.D. Cal. 2005):

Plaintiffs alleged that Liberate engaged in fraudulent revenue recognition practices to artificially inflate the price of its stock, ultimately forcing it to restate its earning. As sole Lead Counsel, Schiffrin Barroway Topaz & Kessler successfully negotiated a \$13.8 million settlement, which represents almost 40% of the damages suffered by the class. In approving the settlement, the district court complimented Lead Counsel for its "extremely credible and competent job."

In re Sodexo Marriott Shareholders Litigation,

Consol. C.A. No. 18640-NC, Delaware Chancery Court, in which Class Counsel was partially responsible for creating an aggregate financial benefit of approximately \$166 million for members of the class.

Mr. Castaldo is also presently *State of New Jersey and Its Division of Investment v. Sprint Corporation, et al.*, No. 03-2071-JWL (D. Kan. 2003) among other actions.

MICHAEL K. YARNOFF, a partner of the firm, received his law degree from Widener University School of Law. Mr. Yarnoff is licensed to practice law in Pennsylvania, New Jersey, and Delaware and has been admitted to practice before the United States District Courts for the Eastern District of Pennsylvania and the District of New Jersey. He serves in the firm's securities litigation department and has been actively involved in a number of federal securities cases in which outstanding results were achieved, including the following:

In re CVS Corporation Securities Litigation, C.A. No. 01-11464 JLT (D.Mass.):

After more than three years of contentious litigation and a series of protracted mediation sessions, Schiffrin Barroway Topaz & Kessler, LLP, serving as co-lead counsel, secured a \$110 million recovery for class members in the CVS Securities Litigation. Specifically, the suit alleged that CVS violated accounting practices by delaying discounts on merchandise in an effort to prop up its earnings. In addition, the suit charged that in 2001, the Company and its Chief Executive Officer, Thomas M. Ryan, improperly delayed announcement of its intention to close approximately 200 underperforming stores, and that an industry-wide pharmacist shortage would have a materially negative impact on the Company's performance. Settlement was reached just days prior to the commencement of trial, and shortly after the district court had denied the defendants' motions for summary judgment. This substantial recovery, which represents the third-largest settlement in a securities class action case in the First Circuit, received final approval from District Judge Joseph Tauro on September 27, 2004.

In re InfoSpace, Inc. Securities Litigation, Master File No. C-01-0913-Z (D. Wash. 2001):

Schiffrein Barroway Topaz & Kessler served as Co-Lead Counsel on behalf of plaintiffs alleging that InfoSpace and certain of its officers and directors overstated revenues by using improper accounting methods, overstated the demand for InfoSpace's wireless services, misstated InfoSpace's financial relationships with major customers, and falsely represented that InfoSpace would receive subscription fees from users of web-enabled cell phones. After two years of hard-fought litigation and complex mediation, a settlement of \$34.3 million was obtained for members of the class.

In re Riverstone Networks, Inc. Securities Litigation, Case No. CV-02-3581 (N.D. Cal. 2002):

Schiffrein Barroway Topaz & Kessler served as Lead Counsel on behalf of plaintiffs alleging that Riverstone and certain of its officers and directors sought to create the impression that the Company, despite the industry-wide downturn in the telecom sector, had the ability to prosper and succeed and was actually prospering. In that regard, plaintiffs alleged that defendants issued a series of false and misleading statements concerning the Company's financial condition, sales and prospects, and used inside information to personally profit. After extensive litigation, the parties entered into formal mediation with the Honorable Charles Legge (Ret.). Following five-months of mediation, the parties reached a settlement of \$18.5 million.

JOSEPH MELTZER, a partner of the firm, concentrates his practice in the areas of ERISA and antitrust complex litigation. He is licensed to practice law in Pennsylvania and New Jersey and is admitted to practice before numerous United States District Courts and United States Courts of Appeals, including the United States Court of Appeals for the Third Circuit.

Mr. Meltzer manages the firm's ERISA Litigation Department, which has excelled in the highly specialized area of prosecuting claims on behalf of retirement savings plans. Mr. Meltzer is lead counsel in several pending nationwide class actions brought under ERISA, including *Lewis v. El Paso Corp.* (S.D. Tex.); *In re Sears, Roebuck & Co. ERISA Litigation* (N.D. Ill.); *In re Loral Space ERISA Litigation* (S.D.N.Y.) and *In re Schering-Plough Corp. ERISA Litig.*, where the firm obtained an important ruling from the Third Circuit reversing the District Court's dismissal and confirming the rights of pension plan participants to pursue these claims. *See* 420 F.3d 231, *amended by* No. 04-CV-3073, 2005 U.S. App. LEXIS 19826 (3d Cir., Sept. 15, 2005). He is a frequent lecturer on ERISA litigation and employee benefits issues, is a member of the ABA's Section Committee on Employee Benefits and has been recognized by numerous courts for his ability and expertise in this complex area of the law. Since helping to establish the ERISA Litigation Department, Mr. Meltzer has recovered well over \$250 million for retirement plan participants, including in the following prominent cases:

In re AOL Time Warner ERISA Litig., C.A. No. 02-8853 (S.D.N.Y.): The firm served as Co-Lead Counsel in one of the most successful ERISA class actions. Following extensive litigation, including motions for summary judgment, Mr. Meltzer helped negotiate a settlement of \$100 million for a class of retirement plan participants. To date, this is the second largest settlement for a case of this type and the largest in a case involving a non-bankrupt company.

In re Global Crossing Ltd. ERISA Litig., No. 02-7453 (S.D.N.Y.): The firm served as Co-Lead Counsel in one of the earliest ERISA class actions involving employer securities and seeking relief under ERISA sec. 502(a)(2). After extensive litigation and complex negotiations, the firm helped secure a recovery of over \$78 million for retirees whose nest eggs were badly impacted by the collapse of Global Crossing.

Mr. Meltzer also manages the firm's Antitrust Department and serves as lead counsel in numerous nationwide antitrust actions where he represents such clients as the Pennsylvania Turnpike Commission, the Southeastern Pennsylvania Transportation Authority (SEPTA) and the Sidney Hillman Health Center of Rochester. As lead counsel, he has helped obtain several multi-million dollar settlements, including settlements in *In re Remeron Antitrust Litigation*, 02-CV-2007 (D.N.J.) (\$36 million settlement) and *In re Augmentin Antitrust Litigation*, 02-442 (E.D. Va.) (\$29 million settlement). Mr. Meltzer also lectures on issues related to antitrust litigation and is a member of the ABA's Section Committee on Antitrust Law.

In addition to the ERISA Litigation and Antitrust Departments, Mr. Meltzer manages the firm's Consumer Fraud Department. An honors graduate of the University of Maryland, he received his law degree with honors from Temple University School of Law. Prior to joining Schiffrin & Barroway, Mr. Meltzer practiced at Barrack, Rodos & Bacine in Philadelphia, where he had prominent roles in prosecuting several complex class actions to successful conclusions and also defended clients in antitrust and commercial litigation.

DARREN J. CHECK, a partner of the firm, concentrates his practice in the area of securities litigation and institutional investor relations. He is a graduate of Franklin & Marshall College where he received a degree in History, *with honors*. Mr. Check received his law degree from Temple University School of Law and is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania, the United States District Court for the District of New Jersey, and the United States District Court for the District of Colorado. Mr. Check began his career at Schiffrin Barroway Topaz & Kessler by working extensively with partner David Kessler on *In re Initial Public Offering Securities Litigation*, No. 21 MC 92 (SAS) (S.D.N.Y. Dec. 12, 2002), widely considered the largest securities class action in history.

Currently, Mr. Check concentrates his time as the firm's Director of Institutional Relations. He consults with institutional investors from around the world regarding their rights and responsibilities with respect to their investments and taking an active role in shareholder litigation. Mr. Check assists clients in evaluating what systems they have in place to identify and monitor shareholder litigation that has an affect on their investments, and also assists them in evaluating the strength of such cases and to what extent they may be affected by the conduct that has been alleged. He currently works with clients in the U.S., Canada, United Kingdom, France, Italy, Sweden, Denmark, Finland, Norway, Germany, Austria, and the Netherlands. Mr. Check regularly speaks on the subjects of shareholder litigation, corporate governance, investor activism, and how Schiffrin Barroway Topaz & Kessler's services can be of use to investors. Recently, Mr. Check spoke at the MultiPensions 2005 Conference in Amsterdam, Netherlands; the 2005 European Pension Symposium in Florence, Italy; the Public Funds Summit 2005 in Phoenix, Arizona; the European Investment Roundtable in Barcelona, Spain; The Rights &

Responsibilities Of Institutional Investors: European and U.S. Approaches To Active Ownership in Amsterdam, Netherlands; the Corporate Governance & Responsible Investment Summit, Stockholm, Sweden; Pension Fund Investment World – Germany in Frankfurt, Germany; and the 2007 European Pension Symposium in Lisbon, Portugal.

ANDREW L. ZIVITZ, a partner of the firm, received his law degree from Duke University School of Law, and received a Bachelor of Arts degree, with distinction, from the University of Michigan, Ann Arbor. Prior to joining Schiffrin Barroway Topaz & Kessler, Mr. Zivitz practiced with the Philadelphia law firms of Klehr, Harrison, Harvey, Branzburg & Ellers, LLP and Drinker Biddle & Reath, LLP, where he litigated complex commercial and environmental matters.

Mr. Zivitz is admitted to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania and the United States District Court for the District of New Jersey. Mr. Zivitz concentrates his practice in the area of securities litigation, and is Lead or Co-Lead Counsel in several of the largest class action securities cases currently pending nationwide. In addition, Mr. Zivitz has been actively involved in a number of federal securities cases in which outstanding results were achieved, including the following:

In re Tenet Healthcare Corp., 02-CV-8462 (C.D.Cal.):

Schiffrin Barroway Topaz & Kessler served as Co-Lead Counsel on behalf of plaintiffs, alleging that Tenet Healthcare and certain of its officers and directors defrauded Medicare out of hundreds of millions of dollars, materially overstated Tenet's revenues, and performed unnecessary cardiac surgeries to increase the Company's earnings. After three years of hard-fought litigation and complex mediation, Schiffrin Barroway Topaz & Kessler helped obtain a settlement involving a \$216.5 million payment from Tenet and the Company's former CEO and COO, and specific corporate governance improvements.

In re Computer Associates, No. 02-CV-1226 (E.D.N.Y.):

Schiffrin Barroway Topaz & Kessler served as Co-Lead Counsel on behalf of plaintiffs, alleging that Computer Associates and certain of its officers misrepresented the health of the company's business, materially overstated the company's revenues, and engaged in illegal insider selling. After nearly two years of litigation, Schiffrin Barroway Topaz & Kessler helped obtain a settlement of \$150 million from the company.

In re McLeod USA Inc., No. C02-0001-MWB (N.D. Iowa):

Schiffrin Barroway Topaz & Kessler served as Co-Lead Counsel on behalf of plaintiffs, alleging that McLeod USA and certain of its officers misrepresented the health and prospects of the company's business. After more than three years of litigation, Schiffrin Barroway Topaz & Kessler helped obtain a settlement of \$30 million from the defendants.

In re Ligand Pharmaceuticals, Inc., 04-CV-1620-DMS (S.D. Cal.):

Schiffirin Barroway Topaz & Kessler served as Lead Counsel and was instrumental in obtaining a recovery of \$8.0 million for class members against Ligand Pharmaceuticals and certain of its officers. Plaintiffs brought claims against the defendants on the grounds that they touted the financial condition of the company and their ability to predict and monitor inventory returns when, in fact, the Company's revenues and earnings were artificially inflated and defendants had no ability to meaningfully predict or gauge inventory returns.

In re Aon Corp., No. 02-CV-5631 (N.D. Ill.):

Schiffirin Barroway Topaz & Kessler served as Lead Counsel and was instrumental in obtaining a recovery of \$7.25 million for class members against Aon Corp. and certain of its officers. Plaintiffs brought claims against the defendants on the grounds that they touted the prospects and successes of the company's multi-million dollar "Business Transformation Plan," when in fact they knew that the plan was damaging the company's business.

SEAN M. HANDLER, a partner of the firm, received his Bachelor of Arts degree from Colby College, graduating *with distinction* in American Studies. Mr. Handler then earned his Juris Doctor, *cum laude*, from Temple University School of Law.

After law school, Mr. Handler practiced labor law at Reed Smith, LLP in Philadelphia. Since joining Schiffirin Barroway Topaz & Kessler, Mr. Handler has concentrated his practice in the area of securities litigation, with a particular emphasis on client development, litigation strategy and lead plaintiff litigation. In this role, Mr. Handler has been responsible for numerous reported decisions.

In addition to these responsibilities, Mr. Handler also spends considerable time litigating ongoing securities litigation matters on behalf of institutional clients, including:

In re Delphi Corporation Securities Litigation, No. 06-10026 (GER) (E.D. MI.)

Smajlaj v. Brocade Communications Systems, Inc., et al., No. 05-cv-02042 (CRB) (N.D. Cal.)

State of New Jersey and Its Division of Investment v. Sprint Corporation, et al., No. 03-2071-JWL (D. Kan. 2003).

JOHN A. KEHOE, a partner of the firm, received his B.A. from DePaul University, and an M.P.A., *with high honors*, from the University of Vermont. He earned his J.D., *magna cum laude*, from Syracuse University College of Law, where he was an Associate Editor of the Syracuse Law Review, Associate Member of the Moot Court Board, and Alternate Member of the National Appellate Team.

During his legal career, Mr. Kehoe has litigated high profile securities and antitrust actions in federal and state courts, including *Ohio Public Employees Retirement System et al. v. Freddie Mac et al.*, 03-CV-4261 (S.D.N.Y.) (resulting in a \$410 million combined class and derivative

settlement); *In re Bristol-Myers Squibb Sec. Litig.*, 02-CV-2251 (S.D.N.Y) (resulting in a \$300 million class settlement); *In re Adelphia Communications Corp. Sec. & Der. Litig.*, No. 03 MD 1529 (S.D.N.Y) (resulting in a \$460 million class settlement); and *In re Vitamins Antitrust Litig.*, MDL No. 1285 (D.D.C) (resulting in more than \$2 billion in federal and state class and direct action settlements).

Mr. Kehoe is currently among the lead trial attorneys representing individual and institutional investors in 309 separate class actions that have been consolidated for pretrial purposes in *In re Initial Public Offering Sec. Litig.*, No. 21 MC 92 (S.D.N.Y.) (resulting in over \$1 billion in class settlements with additional claims pending against various underwriter defendants). He is also serving as lead or co-lead counsel in *Reynolds v. Repsol YPF S.A.*, 06-CV-00733 (S.D.N.Y.); *Mizzaro v. Home Depot Inc.*, 06-CV-1151 (N.D. Ga.); and *In re AremisSoft Corp. Sec. Litig.*, 01-CV-2486 (D.N.J).

Prior to joining Schiffrin Barroway Topaz & Kessler, Mr. Kehoe spent six years as an associate at Clifford Chance LLP, where he represented Fortune 500 corporations and their officers and directors in complex commercial litigation and in actions brought by the Department of Justice, the Securities and Exchange Commission and the Federal Trade Commission.

Mr. Kehoe is a member of the Association of the Bar of the City of New York and the New York Bar Association and is admitted to practice before the courts of New York State (1999) and the U.S. District Court for the Southern District of New York (2000).

LEE D. RUDY, a partner of the firm, received his law degree from Fordham University in 1996. In law school he was a senior editor of the Fordham Urban Law Journal and published *A Procedural Approach to Limited Public Forum Cases*, 22 Ford. Urb. L.J. 1255 (1995). He received his undergraduate degree, *cum laude*, from the University of Pennsylvania in 1992. Mr. Rudy is licensed to practice law in Pennsylvania and New York. From 1996 to 2002, Mr. Rudy was an Assistant District Attorney in the Manhattan District Attorney's Office, where he prosecuted dozens of felony jury trials to verdict. From 2003 to 2005, Mr. Rudy was an Assistant United States Attorney in the District of New Jersey, where he investigated and prosecuted numerous fraud and violent crime cases, and where he tried several major fraud cases to verdict in federal court. Mr. Rudy co-manages the firm's mergers and acquisition and shareholder derivative litigation department along with Marc Topaz and Eric Zagar.

KAY E. SICKLES, a partner of the firm, received her law degree from the University of Pennsylvania School of Law. She received her undergraduate degree from Colgate University, graduating, *with honors*, from the History department. Prior to joining the firm, Ms. Sickles was an associate with Sandals & Langer, LLP, where she litigated complex class actions arising out of violations of the ERISA and antitrust statutes. She is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the Ninth and Seventh Circuit Courts of Appeal, the United States District Court for the Eastern District of Pennsylvania, and the United States District Court for the District of New Jersey.

Ms. Sickles concentrates her practice in the area of securities litigation and specializes in settlement matters. She has played a lead role in effectuating some of the most significant

settlements of securities class action in recent years, including the partial settlement with Tenet Healthcare Corp. and certain officer of that corporation for \$216.5 million in *In re Tenet Healthcare Corp. Sec. Litig.*, No. CV-02-8462-RSWL (Rzx) (C.D. Ca. 2006); the settlement for cash and common stock worth over \$90 million in *In re Interpublic Sec. Litig.*, Civ. 6527 (DLC) (S.D.N.Y. 2004); and the settlements for securities worth over \$133.5 million in *In re Computer Associates Class Action Securities Litigation*, Master File No. 98 Civ. 4839 (TCP) and *In re Computer Associated 2002 Cass Action Securities Litigation*, Master File No., 02-CV-1226 (TCP) (E.D.N.Y.).

ERIC L. ZAGAR, a partner of the firm, received his law degree from the University of Michigan Law School, *cum laude*, where he was an Associate Editor of the Michigan Law Review. He has practiced law in Pennsylvania since 1995, and previously served as a law clerk to Justice Sandra Schultz Newman of the Pennsylvania Supreme Court. He is admitted to practice in Pennsylvania.

Mr. Zagar concentrates his practice in the area of shareholder derivative litigation. Mr. Zagar has served as Lead or Co-Lead counsel in numerous derivative actions in courts throughout the nation, including *David v. Wolfen*, Case No. 01- CC-03930 (Orange County, CA) (Broadcom Corp. Derivative Action); *In re PolyMedica Corporation Shareholder Derivative Litigation*, Case No. 01-3446 (Middlesex County, MA); *In Re Dynacq Int'l. Shareholder Derivative Litigation*, Case No. 2002- 07135 (Harris County, TX); and *Castillo v. Cavallaro, et al.*, Case No. A467663 (Clark County, NV) (Station Casinos, Inc. Class and Derivative Action). Mr. Zagar has successfully achieved significant monetary and corporate governance relief for the benefit of shareholders, and has extensive experience litigating matters involving Special Litigation Committees.

EDWARD W. CIOLKO, a partner of the firm, received his law degree from Georgetown University Law Center, and an MBA from the Yale School of Management. He is licensed to practice law in the State of New Jersey, and has been admitted to practice before the United States District Court for the District of New Jersey. Mr. Ciolko concentrates his practice in the areas of ERISA, Antitrust, RESPA and Consumer Protection.

Mr. Ciolko is counsel in several pending nationwide ERISA breach of fiduciary duty class actions, brought on behalf of retirement plans and their participants alleging, inter alia, imprudent investment of plan assets which caused significant losses to the retirement savings of tens of thousands of workers. These cases include: *In re Beazer Homes USA, Inc. ERISA Litig.*, 07-CV-00952-RWS (N.D. Ga.); *Nowak v. Ford Motor Co.*, 240 F.R.D. 355 (E.D. Mich.); *Gee v. UnumProvident Corp.*, 03-1552 (E.D. Tenn.); *Pettit v. JDS Uniphase Corp. et al*, C.A. No. 03-4743 (N.D. Ca.); *Hargrave v. TXU, et al.*, C.A. No. 02-2573 (N.D. Tex.); *Evans v. Akers*, C.A. No. 04-11380 (D. Mass); *Lewis v. El Paso Corp.* (S.D. Tex.); and *In re Schering-Plough Corp. ERISA Litig.*, where the firm obtained an important ruling from the Third Circuit reversing the District Court's dismissal and confirming the rights of pension plan participants to pursue these claims. See 420 F.3d 231, amended by No. 04-CV-3073, 2005 U.S. App. LEXIS 19826 (3d Cir., Sept. 15, 2005). Mr. Ciolko's efforts have helped achieve a number of large recoveries for affected retirement plan participants. See, e.g., *In re Sears, Roebuck & Co. ERISA Litig.*, C.A. No. 02-8324 (N.D. Ill.)(SBTK helped obtain a \$14.5 million recovery); *In re Honeywell Intern'l*

ERISA Litig., No. 03-CV-1214 (DRD) (D.N.J. 2004) (SBTK obtained a \$14 million recovery as well as significant structural relief regarding the plan's administration and investment of its assets).

Mr. Ciolko has also concentrated part of his practice to the investigation and prosecution of pharmaceutical antitrust actions, medical device litigation, and related anticompetitive and unfair business practices. Specific examples include: In re Wellbutrin SR Antitrust Litigation; In re Remeron End-Payor Antitrust Litigation; In re Modafinil Antitrust Litigation; (involving brand name drug manufacturers' attempts to block entry of lower-priced generic alternatives through sham patent litigation or "payoffs" to generic manufacturers); In re Medtronic, Inc. Implantable Defibrillator Litigation; and, In re Guidant Corp. Implantable Defibrillator Litigation ("end-payor" action against manufacturers of defective medical devices – pacemakers/implantable defibrillators -- for costs of removal and replacement).

Before coming to SBTK, Mr. Ciolko worked for two and one-half years as a Law Clerk and Attorney Advisor to Commission Sheila F. Anthony of the Federal Trade Commission ("FTC"). While at the FTC, Mr. Ciolko reviewed commission actions/investigations and counseled the Commissioner on a wide range of antitrust and consumer protection topics including, in pertinent part: the confluence of antitrust and intellectual property law; research and production of "Generic Drug Entry Prior to Patent Expiration: An FTC Study," and the prosecution of an administrative complaint against, among others, Schering- Plough Corporation regarding allegedly unlawful settlements of patent litigation which delayed entry of a generic alternative to a profitable potassium supplement (K-Dur).

ASSOCIATES AND OTHER PROFESSIONALS

JULES D. ALBERT, an associate of the firm, received his J.D. in 2005 from the University of Pennsylvania Law School, where he was a Senior Editor of the University of Pennsylvania Journal of Labor and Employment Law and recipient of the James Wilson Fellowship. Mr. Albert also received a Certificate of Study in Business and Public Policy from The Wharton School at the University of Pennsylvania. Mr. Albert graduated *magna cum laude* with a Bachelor of Arts in Political Science from Emory University. Mr. Albert is licensed to practice law in Pennsylvania, and concentrates his practice in the mergers and acquisitions and stockholder derivative actions department.

KATIE L. ANDERSON, an associate of the firm, received her law degree from Widener University School of Law. She received her undergraduate degree from the University of Pittsburgh. Prior to joining Schiffrin Barroway Topaz & Kessler, Ms. Anderson served as a Deputy Attorney General for the Pennsylvania Office of Attorney General, Bureau of Consumer Protection, where she was responsible for enforcing a wide range of consumer oriented laws.

Ms. Anderson is licensed to practice law in Pennsylvania and is admitted to practice in the United States District Court for the Eastern District of Pennsylvania. She concentrates her practice in the area of mass tort litigation.

IAN D. BERG, an associate of the firm, received his J.D. and B.A. from Northwestern University. Mr. Berg concentrates his practice in the area of securities litigation and he plays a significant role in investigating and evaluating potential cases, including proprietary claims and direct actions on behalf of institutional clients. Prior to joining Schiffrin, Barroway, Topaz & Kessler, Mr. Berg primarily practiced in the areas of commercial litigation and land use on behalf of corporations and real estate investment trusts. He is licensed to practice law in Pennsylvania and Illinois.

ROBERT W. BIELA, an associate of the firm, received his law degree from the Penn State Dickinson School of Law, where he served on the editorial board of the Environmental Law and Policy Journal. Mr. Biela received his undergraduate degree from West Chester University. Prior to joining the firm, Mr. Biela was an associate at Mager White and Goldstein, LLP. Mr. Biela is licensed to practice law in the Commonwealth of Pennsylvania and the United States District Court for the Eastern District of Pennsylvania. His practice focuses primarily in the area of securities litigation.

KATHERINE B. BORNSTEIN, an associate of the firm, received her law degree from Emory University School of Law. Ms. Bornstein received her undergraduate degree from the University of Maryland. She is licensed to practice law in Pennsylvania and Maryland. Prior to joining Schiffrin Barroway Topaz & Kessler, Ms. Bornstein was an associate at Provost & Umphrey Law Firm, LLP, where she worked on a number of complex litigation issues. Ms. Bornstein concentrates her practice at Schiffrin Barroway Topaz & Kessler in the areas of ERISA, antitrust and consumer protection.

NICHOLE BROWNING, an associate of the firm, received her B.A. degree from Emory University in 1994 and her J.D. degree from The American University, Washington College of Law in 1997. Ms. Browning attended the Universidad de Chile in Santiago, Chile in 1995, where she studied human rights law. She completed her final year of law school at Emory University School of Law.

Ms. Browning has spent most of her legal career representing plaintiffs in federal securities fraud and corporate governance claims. At Schiffrin Barroway Topaz & Kessler LLP, Ms. Browning concentrates her practice in the areas of securities litigation and stockholders' derivative actions.

Ms. Browning is admitted to practice law in Georgia and has been admitted to practice before the Eleventh Circuit Court of Appeals, the United States District Court for the Northern District of Georgia, and all Georgia trial and appellate courts. Ms. Browning is the co-author of "Private Securities Litigation Reform Act of 1995 (PSLRA) Update", which was a chapter in the *Class Actions ICLE of Georgia* (2002).

Ms. Browning is based out of the firm's Walnut Creek, California office.

JONATHAN R. CAGAN, an associate of the firm, received his law degree from the Temple University School of Law. Mr. Cagan received his undergraduate degree, *cum laude*, from Temple University. Mr. Cagan is licensed to practice law in New Jersey, and is admitted to the

Third Circuit Court of Appeals. Mr. Cagan concentrates his practice in the area of securities litigation and specializes in discovery matters.

ALISON K. CLARK, an associate of the firm, received her law degree, *cum laude*, from Boston University School of Law, and received her undergraduate degree in Political Science, with honors, from Lehigh University. Prior to joining Schiffrin Barroway Topaz & Kessler, Ms. Clark was an attorney with a Fairfield County, Connecticut law firm, where she practiced in the areas of civil and commercial litigation, and real estate transactions. Ms. Clark is licensed to practice law in Connecticut, and has been admitted to practice before the United States District Court for the District of Connecticut. Ms. Clark concentrates her practice in the mergers and acquisitions and shareholder derivative department.

MARK S. DANEK, an associate of the firm, received his undergraduate degree in Architecture from Temple University in 1996, and his law degree from Duquesne University School of Law in 1999. Prior to joining Schiffrin Barroway Topaz & Kessler, Mr. Danek was employed as in-house counsel of a real estate investment trust corporation that specialized in the collection of delinquent property tax receivables. He is licensed to practice law in the Commonwealth of Pennsylvania and has been admitted to practice before the Courts of the Commonwealth of Pennsylvania, the United States District Court for the Western District of Pennsylvania and the Supreme Court of the United States of America. Mr. Danek concentrates his practice in the area of securities litigation.

JENNIFER L. ENCK, an associate of the firm, received her law degree, *cum laude*, from Syracuse University College of Law in 2003 and her undergraduate degree in International Politics from The Pennsylvania State University in 1999. Ms. Enck also received a Masters degree in International Relations from Syracuse University's Maxwell School of Citizenship and Public Affairs. Prior to joining Schiffrin Barroway Topaz & Kessler, Ms. Enck was an associate with Spector, Roseman & Kodroff, P.C. in Philadelphia, where she worked on a number of complex antitrust, securities and consumer protection cases. Ms. Enck is licensed to practice law in Pennsylvania. She concentrates her practice in the areas of securities litigation and settlement matters.

ROBERT J. GRAY, an associate of the firm, received his law degree from the Temple University School of Law. Mr. Gray received Bachelor of Sciences degree from La Salle University with a dual major of Accounting and Finance. Prior to joining Schiffrin Barroway Topaz & Kessler, Mr. Gray was an associate at Philadelphia boutique litigation firm practicing in the areas of complex commercial litigation and corporate transactions. Mr. Gray also worked as in-house counsel for a small, publicly-traded holding company.

Prior to beginning his law career, Mr. Gray worked as a forensic accountant for six years, conducting a variety of investigations for numerous governmental agencies and law firms. He received his C.P.A. license in 1997.

Mr. Gray is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania. He concentrates his practice in the area consumer protection.

JOHN GROSS, an associate of the firm, received his law degree from Widener School of Law, and his undergraduate degree from Temple University. Mr. Gross is licensed to practice law in Pennsylvania, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania. Prior to joining Schiffrin Barroway Topaz & Kessler, Mr. Gross was an insurance defense litigation associate at a large, Philadelphia based firm. Mr. Gross now concentrates his practice in the areas of securities litigation, antitrust litigation and shareholder derivative actions.

MARK K. GYANDOH, an associate of the firm, received his undergraduate degree from Haverford College and his law degree from Temple University School of Law. While attending law school Mr. Gyandoh served as the research editor for the Temple International and Comparative Law Journal. He also interned as a judicial clerk for the Honorable Dolores K. Sloviter of the U.S. Court of Appeals for the Third Circuit and the Honorable Jerome B. Simandle of the U.S. District Court for New Jersey. After law school Mr. Gyandoh was employed as a judicial clerk for the Honorable Dennis Braithwaite of the Superior Court of New Jersey Appellate Division.

Mr. Gyandoh is the author of "Foreign Evidence Gathering: What Obstacles Stand in the Way of Justice?," 15 Temp. Int'l & Comp. L.J. (2001) and "Incorporating the Principle of Co-Equal Branches into the European Constitution: Lessons to Be Learned from the United States" found in *Redefining Europe* (2005). Mr. Gyandoh is licensed to practice in New Jersey and Pennsylvania and concentrates in the area of ERISA, antitrust and consumer protection.

BENJAMIN J. HINERFELD is an associate at the firm, and concentrates his work in securities litigation. In 1996, he graduated from the University of Pittsburgh School of Law, where he served as Lead Note and Comment Editor of the Journal of Law and Commerce. From 1996 to 1997, he clerked for the Hon. Sandra Schultz Newman of the Supreme Court of Pennsylvania. Prior to joining Schiffrin Barroway Topaz & Kessler, Mr. Hinerfeld worked in a securities litigation firm in Wilmington, Delaware.

From 2000 to 2003, Mr. Hinerfeld was a writing consultant with the Undergraduate Writing Center at the University of Texas at Austin. During that time he also co-authored, with Dr. Sarah Jane Rehnborg and Catherine Fallon, "Investing in Volunteerism: The Impact of Service Initiatives in Selected Texas State Agencies" a report prepared by The RGK Center for Philanthropy and Community Service, LBJ School of Public Affairs. He received his bachelor's degree from Vassar College and a master's degree in American History from the University of Texas at Austin.

Mr. Hinerfeld is licensed to practice law in Pennsylvania.

MICHAEL J. HYNES, an associate of the firm, received his law degree from Temple University School of Law, and is a graduate of Franklin and Marshall College. Mr. Hynes is licensed to practice law in Pennsylvania, New Jersey and Montana, and has been admitted to practice in the United States Court of Appeals for the Ninth Circuit, and the United States District Courts for the Eastern and Middle Districts of Pennsylvania. Prior to joining Schiffrin Barroway Topaz & Kessler, Mr. Hynes practiced law at Cozen O'Connor, where he concentrated

on bankruptcy and commercial litigation. He was an attorney with the Defenders' Association of Philadelphia from 1991 to 1996, where he defended thousands of misdemeanor and felony cases. At Schiffrin Barroway Topaz & Kessler, Mr. Hynes concentrates his practice in the areas of securities litigation and shareholder derivative litigation.

TARA P. KAO, an associate of the firm, received her J.D. from Villanova University School of Law, where she was a Managing Editor of Student Works for the Villanova Law Review. Ms. Kao received her Bachelor of Science in Business/Finance, *with honors*, from Carnegie Mellon University. She is licensed to practice law in Pennsylvania, and concentrates her practice in the area of mergers and acquisitions and shareholder derivative actions.

D. SEAMUS KASKELA, an associate of the firm, received his law degree from Rutgers School of Law – Camden, and received his undergraduate degree in Sociology from Saint Joseph's University. Prior to graduating from law school and joining Schiffrin Barroway Topaz & Kessler, LLP, Mr. Kaskela was a law clerk with a large Philadelphia law firm, where he worked in the complex civil litigation department. Mr. Kaskela is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania (pending) and the United States District Court for the District of New Jersey. Mr. Kaskela works in the firm's case development department.

JENNIFER L. KEENEY, an associate of the firm, received her law degree, *cum laude*, from Temple University Beasley School of Law, where she was the Special Projects Editor for the Temple International and Comparative Law Journal. Ms. Keeney earned her undergraduate degree in History, *with honors*, from Washington University in St. Louis in 2003. She is licensed to practice in Pennsylvania and concentrates her practice at Schiffrin Barroway Topaz & Kessler in the area of securities litigation.

JAMES A. MARO, JR., an associate of the firm, received his law degree from the Villanova University School of Law in 2000. He received a B.A. in Political Science from the Johns Hopkins University in 1997. Mr. Maro is licensed to practice law in Pennsylvania and New Jersey and is admitted to practice in the United States District Court for the Eastern District of Pennsylvania. He concentrates his practice in the area of mergers and acquisitions and shareholder derivative actions.

RICHARD A. MANISKAS, an associate of the firm, received his law degree from Widener University School of Law, and received his undergraduate degree from the University of Pittsburgh. While in law school, Mr. Maniskas served as Internal Editor of the *Widener Journal of Public Law*. He is licensed to practice law in Pennsylvania and the District of Columbia, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania. Mr. Maniskas works in the firm's case development department.

LISA MELLAS, an associate of the firm, received her law degree from the University of Florida College of Law and her undergraduate degree from the University of Florida. Prior to joining Schiffrin Barroway Topaz & Kessler, LLP, Ms. Mellas was an associate at White and Williams, LLP, where she practiced in the Property Department. Ms. Mellas is licensed to practice in New York, New Jersey and Pennsylvania, and has been admitted to practice before

the United States District Court for the Eastern District of Pennsylvania, the Western District of Pennsylvania, and the District of New Jersey. She concentrates her practice at Schifffrin Barroway Topaz and Kessler in the area of consumer protection and ERISA

JAMES H. MILLER, an associate of the firm, received his J.D. in 2005 from Villanova University School of Law, where he was enrolled in Villanova University's J.D./M.B.A. program. Mr. Miller received his Master of Business Administration from Villanova University in 2005, and received his Bachelor of Chemical Engineering from Villanova University in 2002. Mr. Miller is licensed to practice law in Pennsylvania and concentrates his practice in the areas of mergers and acquisitions and shareholder derivative actions.

CASANDRA A. MURPHY, an associate of the firm, received her law degree from Widener University School of Law and her undergraduate from Gettysburg College. Prior to joining Schifffrin Barroway Topaz & Kessler, LLP, Ms. Murphy was an associate at Post & Schell, P.C. where she practiced general casualty litigation. Ms. Murphy is licensed to practice in Pennsylvania and New Jersey, and has been admitted to practice before the United State District Court for the Eastern District of Pennsylvania. Ms. Murphy has lectured for the Pennsylvania Bar Institute and the Philadelphia Judicial Conference. She concentrates her practice at Schifffrin Barroway Topaz & Kessler in the areas of consumer protection, ERISA, pharmaceutical pricing and antitrust.

CHRISTOPHER L. NELSON, an associate of the firm, received his law degree from Duke University School of Law, and his undergraduate degree in Business, Economics, and the Law from Washington University in St. Louis. Prior to joining Schifffrin Barroway Topaz & Kessler, Mr. Nelson practiced with the Philadelphia law firm of Berger & Montague, P.C., where he was a securities litigator.

Mr. Nelson is admitted to practice law in the Commonwealth of Pennsylvania, the Supreme Court of the United States, the United States Court of Appeals for the Fourth, Fifth and Ninth Circuits, and the United States District Court for the Eastern District of Pennsylvania.

Mr. Nelson concentrates his practice in the area of securities litigation, and is Lead or Co-Lead Counsel in numerous pending nationwide class action securities cases.

MICHELLE M. NEWCOMER, an associate of the firm, received her law degree from Villanova University School of Law. Ms. Newcomer received her undergraduate degrees in Finance and Art History from Loyola College in Maryland in 2002. Ms. Newcomer is licensed to practice law in Pennsylvania and New Jersey. She concentrates her practice at Schifffrin Barroway Topaz & Kessler in the area of securities litigation.

KAREN E. REILLY, an associate of the firm, received her law degree from Pace University School of Law, where she was a member of the Moot Court Board and National Moot Court Team. Ms. Reilly received her undergraduate degree from the State University of New York College at Purchase. She is licensed to practice law in Pennsylvania, New Jersey, New York, Connecticut and Rhode Island, and has been admitted to practice before the United States District Courts for the Eastern District of Pennsylvania, District of New Jersey, Southern and

Eastern Districts of New York, and the District of Connecticut. Prior to joining Schiffrin Barroway Topaz & Kessler, Ms. Reilly practiced at Pelino & Lentz, P.C., in Philadelphia, where she litigated a broad range of complex commercial cases. Ms. Reilly concentrates her practice in the area of securities litigation.

STEVEN D. RESNICK, an associate of the firm, received his law degree from The Dickinson School of Law of The Pennsylvania State University, and his undergraduate degree, *cum laude*, from West Chester University. Mr. Resnick is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania, the United States Court of Appeals for the Third Circuit, the United States District Court for the District of New Jersey and the United States District Court for the District of Nebraska. Prior to joining Schiffrin Barroway Topaz & Kessler, Mr. Resnick was an associate at the firm of German, Gallagher & Murtagh, where his practice concentrated in the defense of medical malpractice, products liability and premises liability. Mr. Resnick now concentrates his practice in the area of mass securities litigation.

EMANUEL SHACHMUROVE, an associate of the firm, received his law degree from The University of Michigan Law School, where he was an Associate Editor of the Michigan Journal of Law Reform. Mr. Shachmurove received his Bachelor of Science in Economics, *cum laude*, from The Wharton School at the University of Pennsylvania, where he was a Joseph Wharton Scholar. Mr. Shachmurove concentrates his practice in mergers and acquisitions and shareholder derivative litigation.

BHARATI O. SHARMA, an associate of the firm, received her law degree from the American University Washington College of Law, a Master of Public Administration from The George Washington University, and her undergraduate degree from the University of Pittsburgh. Ms. Sharma is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the District of New Jersey.

Ms. Sharma is a former judicial law clerk to the Honorable Stephen Skillman, Superior Court of New Jersey, Appellate Division, and a former member of American University's International Law Review. She is the founder and current President of the South Asian Bar Association of Philadelphia. Ms. Sharma also serves on the Executive Committees of the North American South Asian Bar Association and the Philadelphia Bar Association Young Lawyer's Division.

Prior to joining Schiffrin Barroway Topaz & Kessler, Ms. Sharma practiced complex civil litigation at a Philadelphia law firm. She now concentrates her practice in the area of securities litigation.

BENJAMIN J. SWEET, an associate of the firm, received his juris doctor from The Dickinson School of Law, and his BA, *cum laude*, from the University Scholars Program of The Pennsylvania State University. While in law school, Mr. Sweet served as Articles Editor of the Dickinson Law Review, and was also awarded Best Oral Advocate in the ATLA Junior Mock Trial Competition. Prior to joining Schiffrin Barroway Topaz & Kessler, Mr. Sweet practiced in the Pittsburgh office of Reed Smith LLP, where he specialized in complex civil litigation. While at Reed Smith, Mr. Sweet co-authored "Assignability of Non-Compete Covenants," 74 Pa. Bar.

Q. 64 (April 2003). Mr. Sweet is licensed to practice law in the Commonwealth of Pennsylvania, the United States District Court for the Western District of Pennsylvania and the United States Court of Appeals for the Ninth Circuit.

Mr. Sweet concentrates his practice in the area of securities litigation and has helped obtain several multi-million dollar settlements on behalf of class members in several nationwide federal securities class actions, including *In re CVS Pharmacy, Inc. Secs. Litig.*, No. 01-11464 (D.Mass. 2005) (\$110 million recovery for Class members), *In re Zomax Inc. Secs. Litig.*, No. 04-cv-1155 (D.Minn. 2005) (multi-million dollar cash and stock recovery for Class members), *In re Flextronics Int'l Ltd. Secs. Litig.*, No. 03-cv-2102 (N.D. Cal. 2004) (\$4.25 million recovery for Class members) and *In re Black Box Corp. Secs. Litig.*, No. 03-cv-412 (W.D. Pa. 2004) (multi-million dollar recovery for Class Members). Mr. Sweet is currently Lead or Co-Lead Counsel in several pending nationwide class action securities cases, including *In re Tyco Int'l Ltd. Secs. Litig.*, MDL Docket No. 02-1335-B (D.N.H.) and *In re PNC Financial Services Group, Inc. Secs. Litig.*, No. 02cv271 (W.D. Pa.).

MICHAEL C. WAGNER, is an associate of the firm, received his undergraduate degree in Government from Franklin & Marshall College, and his law degree from the University of Pittsburgh School of Law in 1996. Mr. Wagner is licensed to practice law in Pennsylvania, and he has been admitted to practice in the United States Court of Appeals for the Third Circuit, and United States District Courts for the Eastern and Western Districts of Pennsylvania, for the Eastern District of Michigan, and for the District of Colorado.

Before joining Schiffrin Barroway Topaz & Kessler, Mr. Wagner worked at Rubin, Fortunato & Harbison, a boutique law firm in Paoli, PA, representing Fortune 100 corporations, as well as individuals and small businesses, in employment matters across the country. Mr. Wagner earlier worked for several years at Spector, Gadon & Rosen, in Philadelphia, concentrating his practice in complex commercial and corporate litigation. At Schiffrin Barroway Topaz & Kessler, Mr. Wagner focuses his practice in the areas of securities litigation and shareholder derivative litigation.

JOSEPH A. WEEDEN, an associate of the firm, received his law degree from the University of North Carolina School of Law, where he received the Gressman-Politt Award for outstanding oral advocacy. Mr. Weeden also received his undergraduate degree from the University of North Carolina at Chapel Hill, where he was a Joseph E. Pogue Scholar. Prior to joining the firm, Mr. Weeden was an associate at Kaufman & Canoles, P.C., where he practiced in the areas of commercial and business law. Mr. Weeden is licensed to practice law in Virginia, and concentrates his practice in the area of complex ERISA litigation.

GERALD D. WELLS, III, an associate of the firm, received his law degree from Temple University School of Law, where he served on the editorial board of the Environment Law & Technology Journal. He is licensed to practice in Pennsylvania and New Jersey and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania, the United States District Court for the District Court of New Jersey, and the United States District Court for the Eastern District of Michigan.

Mr. Wells concentrates his practice in the areas of antitrust, ERISA, and consumer protection, and FLSA/overtime litigation and has helped obtain several multi-million dollar settlements on behalf of class members, including the recent settlements in *In re Bristol-Myers Squibb ERISA Litigation*, No. 02-CV-10129 (LAP) (\$41.22 million in cash plus structural remedies valued at up to \$52 million) and *Falk v. Amerada Hess Corp., et al.*, No. 03-CV-2491-FSH-PS (\$2.25 million in cash plus structural remedies valued at up to \$23.8 million); and *In re Westar Energy Inc. ERISA Litig.*, No. 03-4032-JAR (D. Kan.) (\$9.25 million cash settlement). Mr. Wells currently serves as counsel in several pending nationwide class and collective actions.

ROBIN WINCHESTER, an associate of the firm, received her law degree from Villanova University School of Law, and received her undergraduate degree in Finance from St. Joseph's University. Prior to joining Schiffrin Barroway Topaz & Kessler, Ms. Winchester served as a law clerk to the Honorable Robert F. Kelly in the United States District Court for the Eastern District of Pennsylvania. Ms. Winchester is licensed to practice law in Pennsylvania and New Jersey, and has been admitted to practice before the United States District Court for the Eastern District of Pennsylvania. She concentrates her practice in the area of shareholder derivative actions.

TERENCE S. ZIEGLER, an associate of the firm, received his law degree from the Tulane University School of Law. Mr. Ziegler received a Bachelor of Business Administration degree with a concentration in Finance from Loyola University. Mr. Ziegler is licensed to practice law in the State of Louisiana, and has been admitted to practice before the United States Court of Appeals for the Fifth Circuit, the United States District Court for the Eastern District of Louisiana and the United States District Court for the Middle District of Louisiana. Mr. Ziegler concentrates his practice in the areas of consumer protection, ERISA, pharmaceutical pricing and antitrust.

OF COUNSEL

ROBERT M. BRAMSON has more than twenty-five years of experience in the litigation of antitrust and consumer cases, class actions and other complex litigation. Mr. Bramson received his undergraduate degree in economics, *summa cum laude*, from the University of California at Berkeley in 1977, and obtained his law degree from the Boalt Hall School of Law in 1981. Mr. Bramson is a member of the California Bar.

Mr. Bramson has represented both plaintiffs and defendants in numerous antitrust cases, and has acted as lead counsel in two such actions taken to trial - *Pacific West Cable Co. v. City of Sacramento, et al.* (E.D. Cal.) (\$12 Million settlement on 24th day of trial, at close of plaintiff's case; Sherman Act §2 monopolization claims) and *Coleman et al. v. Sacramento Cable Television* (Sacramento Sup. Ct.) (\$2.4 Million judgment after 17-day trial; class action/B & P §17200 case; B & P §17204 discriminatory pricing claims).

Mr. Bramson specializes in antitrust, business torts and communications litigation, as well as in class action cases. He served for many years on the Board of Directors of the National Association of Consumer Advocates and co-chaired its class action committee. He is a

contributing author to the National Consumer Law Center's publication Consumer Class Actions. He acted as reporter for the National Association of Consumer Advocates in preparing its influential Standards and Guidelines For Consumer Class Actions, 176 F.R.D. 375 (1997).

Mr. Bramson's lecture topics have included "Strategic and Ethical Issues in Litigating 17200 Cases" (Bar Association of San Francisco, San Francisco 2001), "Equitable Remedies In Class Actions and Under California's Section 17200 Statute" (National Association of Consumer Advocates, Chicago 2000), "Ethical Issues Arising in Class Action Settlements" (National Consumer Law Center, Wash. DC and San Diego 1999 and 1998) "California's Business & Professions Code Section 17200" (California Bar Association, Lake Tahoe 1997), "Preparation of Competitive Business Practices Cases" (Continuing Education of the Bar, Sacramento 1997), and "The Cable Communications Policy Act of 1984" (California State University, Fullerton 1993).

In addition to serving as Of Counsel to Schiffrin Barroway Topaz & Kessler, Mr. Bramson is a partner in the law firm of Bramson, Plutzik, Mahler & Birkhaeuser, LLP, of Walnut Creek, California.

ALAN R. PLUTZIK specializes in complex business litigation in state and federal courts throughout the United States. Areas of particular emphasis include class actions, securities fraud and corporate governance litigation, consumer law, antitrust, constitutional and communications law. Mr. Plutzik is admitted to practice in California and the District of Columbia (inactive member), and is a member of the bars of the United States Supreme Court, the Second, Eighth, Ninth, Tenth and District of Columbia Circuits and numerous federal district courts throughout the United States.

Mr. Plutzik received his law degree from the University of California at Berkeley's Boalt Hall School of Law in 1977. He received his undergraduate degree from St. John's College, Annapolis, Maryland, in 1971, and also holds an M. A. from Stanford University. Over the course of his twenty-nine year career, Mr. Plutzik has also handled a wide variety of class actions and derivative cases. He has represented, among other clients, corporate shareholders and limited partners challenging conduct by their general partners, officers or directors; consumers and businesses harmed by price-fixing and other anticompetitive conduct; consumers in actions against insurance companies, banks and other lenders; investors in securities fraud cases and derivative suits; employees in ERISA and wage/hour cases; purchasers of mislabeled and defective products; victims of toxic pollution; persons harmed by defective products; and cellular telephone and cable television subscribers.

Mr. Plutzik has also handled a substantial number of cases that raise First Amendment and other constitutional issues, and has represented broadcasters, cable television companies, communications common carriers and consumers in litigation and in administrative proceedings before the Federal Communications Commission and the California Public Utilities

Commission.

Mr. Plutzik has written or lectured on topics that include class actions, California consumer law, substantive and procedural issues under the federal securities laws, First Amendment issues applicable to new media, cable television franchising and cable television companies' access to utility poles and real estate developments. He has appeared as a guest radio commentator on the Len Tillem Show on KGO-Radio in San Francisco, discussing class actions, consumer protection law and investor rights.

Mr. Plutzik has served as a judge pro tem on the Contra Costa County Superior Court. He is also President of the Warren W. Eukel Teacher Trust, a community-based charity that honors outstanding teachers in Contra Costa County, California.

In addition to serving as Of Counsel to Schiffrin Barroway Topaz & Kessler, Mr. Plutzik is a partner in the law firm of Bramson, Plutzik, Mahler & Birkhaeuser, LLP, of Walnut Creek, California.

L. TIMOTHY FISHER specializes in consumer and securities class actions and complex business litigation. He has been actively involved in several cases in which multi-million dollar recoveries were achieved for consumers and investors. Mr. Fisher has handled cases involving a wide range of issues including nutritional labeling, health care, telecommunications, corporate governance, unfair business practices and fraud. Mr. Fisher is a member of the California Bar.

Mr. Fisher received his Juris Doctorate from Boalt Hall at the University of California at Berkeley in 1997. While in law school, he was an active member of the Moot Court Board and participated in moot court competitions throughout the United States. In 1994, Mr. Fisher received an award for Best Oral Argument in the first year moot court competition.

In 1992, Mr. Fisher graduated with highest honors from the University of California at Berkeley and received a degree in political science. Prior to graduation, he authored an honors thesis for Professor Bruce Cain entitled "The Role of Minorities on the Los Angeles City Council." He is also a member of Phi Beta Kappa.

In addition to serving as Of Counsel to Schiffrin Barroway Topaz & Kessler, Mr. Fisher is an associate in the law firm of Bramson, Plutzik, Mahler & Birkhaeuser, LLP, of Walnut Creek, California.

CONSULTANTS

KEVIN P. CAULEY serves in the firm's business development and institutional relations department. Mr. Cauley is a graduate of Temple University. Prior to joining the firm, Mr. Cauley was Director of Business Development for a multi-family office in New York City. Mr. Cauley also has prior experience in institutional fiduciary investment consulting, money manager selection, best trade executions, and asset allocation modeling. He has held the Series 7, 24, 63, and 65 licenses with the NASD. Mr. Cauley has also done political consulting in coordinating and directing various aspects of field operations for local, state, and national campaigns in

Southeastern Pennsylvania. He is also an active member of The Pennsylvania Future Fund, A.O.H. Division 88 "Officer Danny Boyle Chapter," The Saint Andrews Society, The Friendly Sons of Saint Patrick, The Clover Club of Philadelphia, The Foreign Policy Research Institute, a Board Member of The Princeton Committee on Foreign Relations, and is an elected member to The Pennsylvania Society and The Union League of Philadelphia, where he serves on the Armed Services Committee.

DAVID RABBINER serves as Schiffrin Barroway Topaz & Kessler's Director of Investigative Services. As the firm's lead investigations necessary to further and strengthen the firm's class-action litigation efforts. Although his investigative services are primarily devoted to securities matters, Mr. Rabbiner routinely provides litigation support, conducts due diligence, and lends general investigative expertise and assistance to the firm's other class-action practice areas. Mr. Rabbiner plays an integral role on the firm's legal team, providing critical investigative services to obtain evidence and information to help ensure a successful litigation outcome. Before joining Schiffrin Barroway Topaz & Kessler, Mr. Rabbiner enjoyed a broad-based, successful career as an FBI Special Agent, including service as an Assistant Special Agent in Charge, overseeing multiple criminal programs, in one of the Bureau's largest field offices. He holds an A.B. in English Language and Literature from the University of Michigan and a Juris Doctor from the University of Miami School of Law.